"ROCKY"

by

Sylvester Stallone

REVISED:

MASTER SCRIPT:INCLUDES ALL REVISIONS AS OF 1/7/76

1 INT. BLUE DOOR FIGHT CLUB - NIGHT

SUPERIMPOSE OVER ACTION... "NOVEMBER 12, 1975 - PHILADELPHIA"

... The club itself resembles a large unemptied trash-can. The boxing ring is extra small to insure constant battle. The lights overhead have barely enough wattage to see who is fighting.

In the ring are two heavyweights, one white the other black. The white fighter is ROCKY BALBOA. He is thirty years old. His face is scarred and thick around the nose... His black hair shines and hangs in his eyes. Rocky fights in a plodding, machine-like style. The BLACK FIGHTER dances and bangs combinations into Rocky's face with great accuracy. But the punches do not even cause Rocky to blink... He grins at his opponent and keeps grinding ahead.

The people at ringside sit on folding chairs and clamor for blood... They lean out of their seats and heckle the fighters. In the thick smoke they resemble spectres. Everyone is hustling bets... The action is even heavier in the balcony. A housewife yells for somebody to cover a two dollar bet.

The BELL RINGS and the fighters return to their corner ... Somebody heaves a beer can into the ring.

The Black Fighter spits something red in a bucket and sneers across the ring at Rocky.

BLACK FIGHTER
(to cornerman)
... I'm gonna bust his head wide open!

In Rocky's corner he is being assisted by a shriveled, blading CORNERMAN, who is an employee of the club... He works on Rocky without any enthusiasm.

CORNERMAN
(lackluster)
... Ya waltzin' -- Give the suckers some action.

ROCKY
Hey --

CORNERMAN
(overriding)
Ya movin' like a bum -- Want some advice --

(CONTINUED)

1 CONTINUED:

ROCKY
... Just gimme the water.

A FIGHT FAN rushes up to Rocky... He is sixty-five, with yellow teeth and wearing sunglasses.

FAN
Should I bet the fight don't go the distance -- Ya feel strong?

ROCKY
Absolutely.

CORNERMAN
... Ya want some good advice?

ROCKY
... I just want the mouthpiece.

The BELL RINGS... Rocky makes the sign of the cross. The fighters engage in battle. The other fighter grabs Rocky in a clinch and purposely butts him... The butt opens a bleeding cut on the corner of Rocky's eye.

Rocky becomes furious over the foul and drives a flurry into the man's body... Rocky slams the man on the jaw and the fighter is out for the night. The fans throw rubbish into the ring. Rocky ignores it.

The fans loudly go about collecting bets. The referee does not bother to even count the fighter out and drags him under the ropes where he is placed on a stretcher. Two new fighters enter the ring. Rocky slips on a tattered robe. Embroidered clumsily on the back is, "The Italian Stallion."

ANNOUNCER
Winner, Rocky Balboa -- Next a six rounder between local lightweights.

Without pomp Rocky climbs out of the ring and bums a cigarette from a spectator... The fighter on the stretcher passes behind him. He watches for a moment and continues up the aisle... Before he even reaches the rear of the club the BELL RINGS and the next fight has already begun... Rocky fades into the darkness of the rear of the club.

THE TITLE CREDITS END:

1A INT. DRESSING ROOM - NIGHT

Rocky has nearly completed dressing and reaches into his locker for his hat... Also in the dingy room are ten other fighters. ... Two taped fighters talk shop in the corner.

FIGHTER #1
... Tomorrow me an' my woman are gonna tip on down to Atlantic City, man.

FIGHTER #2
... It's cold, Bro'.

FIGHTER #1
... That's right, I got the city to myself...

Another paces nervously... Two other fighters shadowbox and spit nervously on the floor.

A young pug combs his hair and listens to a portable RADIO that is BLASTING MUSIC.

The fighter that Rocky has just defeated is drinking a beer and joking with three other fighters... Some of the fighters are smoking. The room is cloudy.

A short man of fifty enters. He is dressed in a sweater buttoned over a t-shirt.

PROMOTER
... Balboa!?

Rocky raises his hand. The promoter steps over.

PROMOTER
(continuing)
... Twenty bucks for the locker an' cornerman -- Two bucks for the towel an' shower, seven for tax -- The house owes ya, sixty-one dollars.

The man peels off the money and departs... Rocky closes his locker, nods to the defeated fighter, and leaves.

2 INT. TROLLY - NIGHT

Rocky is on the trolly heading to South Philly... The trolly is empty except for a thin old black WOMAN... The black Woman studies Rocky's bruised face... Rocky becomes self-conscious.

ROCKY
(almost apologetic)
I'm a fighter.

WOMAN
(tired)
... Yo' iz an accident.

3 EXT. STREET - NIGHT

Rocky exits the trolly and walks down the block... He waves at a pair of high-heeled hookers and they wave back.

Rocky passes a sleeping wino curled in front of a dirty bookstore. Rocky drags the man into a protective passage-way.

Further down the street, Rocky pauses in front of the "ANIMAL TOWN PET SHOP"... He peers into the dark store and sees a sad, huge dog sitting in the window. He mumbles to the dog and continues to the corner.

3A & 3B OMITTED

4 EXT. ROCKY'S APARTMENT - NIGHT

A short while later, Rocky approaches his apartment located in the most deprived section of South Philly. He kicks away the litter that has gathered against the apartment steps and enters.

5 INT. ROCKY'S HALLWAY - NIGHT

The narrow hallway is painted olive brown. A single light bulb illuminates the gloomy corridor.

6 INT. ROCKY'S APARTMENT - NIGHT

Rocky enters. The one-room apartment is drab, with a curling boxing poster of Rocky Marciano tacked on the wall... Nailed against the far wall is a mattress. The mattress is used as a punching bag. Stuffing spills out of the center.

Rocky drops his coat on the floor. He puts on a pair of glasses. He crosses to a small turtle bowl... He lifts the creatures.

ROCKY
... Look who's home.

Rocky starts to boil a pan of water on his hot plate, then places an old 45 RPM record on a battered phonograph. The record is a tune, "ALL IN THE GAME."

... As the CRACKLING MUSIC BEGINS, Rocky picks up his hairbrush. Using it like a microphone, he mimes to the record. He assumes the posture of a famous singer crooning to thousands of adoring fans... He then switches into a bullish fighting stance and throws several punches.

The water boils. Rocky soaks his badly-swollen hands.

7 EXT. SUNRISE OF PHILADELPHIA SKYLINE - DAWN

We SEE the jagged skyline, highlighted by the towering figure of William Penn that rises above the dawn haze as it sits majestically above City Hall...

8 EXT. DOCKS - EARLY MORNING

Rocky is walking along the waterfront.. He has a bandaid over one eye. He looks at the rugged stevedores going about their business... He stuffs his hands in his cheap wool jacket and approaches a ship being unloaded.

Rocky passes two thick Mafia types leaning against a parked car. These men look like blood drinkers.

MAFIA #1
Yo, Rock -- How's your Boss?

ROCKY
Real good.

MAFIA #2
Fightin' again?

ROCKY
Yeah, here an' there.

MAFIA #1
Mebbe we make sum money togather soon... Give ya boss my best.

Rocky shrugs and moves away... He nears a heavy man working the crane. The heavy man looks frightened... He stops the crane and hurries into the ship's hole. Rocky dashes up the gangplank.

9 INT. SHIP - DAY

The man enters the ship's hole and runs past tons of stacked crates and coffee beans.

Rocky sprints after him... He lunges and flings the man by the neck against the wall of stacked cargo.

FATS
(terror-filled)
Don't hit the face! Not the face!!

ROCKY
Mr. Gazzo wants the two hundred now!

FATS
Honest to God I'm broke -- Gimme a break.

ROCKY
Mr. Gazzo says I should get two hundred or break the thumb.

(CONTINUED)

9 CONTINUED:

FATS
Please, I need my hands to work --
Christ, don't bust my thumb½

At wits' end the man picks up a large metal hook used by stevedores. Rocky remains cool.

ROCKY
Goin' fishin'?

The man drops the hook.

ROCKY
What's ya name again?

FATS
Bob.

ROCKY
Look, Bob, if ya wanna dance, ya gotta pay the band -- If ya borrow, ya gotta pay the man... Me, I ain't emotionally involved.

Rocky's determined expression strikes home. The fat man quickly fumbles through his pockets and hands over a small wad of bills.

ROCKY
(continuing; counting)
A hundred an' thirty.

FATS
That's it, I'm broke.

ROCKY
That's it? -- Completely?

FATS
That's it.

ROCKY
What about for food an' stuff?

FATS
You [illegible] my food in ya hand.

Rocky looks almost sympathetically into the fat man's flushed expression.

ROCKY
... The juice is climbin' every week.

(CONTINUED)

9 CONTINUED

FATS
I know the juice is clim in' --
I been workin' six month just to
pay the damn interest.

ROCKY
Ya still light seventy.

FATS
Wait! -- Be smart. Ya con't have
to break nothin' -- Here, take my
coat, it's worth fifty-sixty dollars.
It's yours.

The man quickly removes his coat and extends it...

FATS
(Continuing)
See, ya a smart guy, Gazzo's don't
have to know nuthin'. I'll go tape
up the hand like ya broke my thumb.
Gazzo won't be wise to nothin' --
Be a smart guy, keep the coat, we'll
fake like ya broke the hand.

The man extends his coat again...Rocky suddenly grabs the man's thumb and bends him to his knees.

FATS
(almost a whisper)
No - no - no - Please - Please -
Please don't ...

Rocky releases the man who remains almost in shock. The thumb is fine.

ROCKY
...That's what coulda happened.
(Walks off.)

10 EXT. STREET - DAY

Later that morning Rocky passes "Animal Town Pet Shop" in South Philly ... The shop is not very prosperous looking. In the window hangs a sign reading "Today's special -- Mixed Kittens -- $1.50"... Rocky stops at this shop every morning. He stares at a litter of Lhasa Apsa puppies. He taps the window and whistles. He SEES a girl behind the counter and presses his face against the window and does his impression of the Hunchback of Notre Dame. The girl nervously looks away.

(CONTINUED)

10 EXT. STREET - DAY

Later that morning Rocky passes "Animal Town Pet Shop" in South Philly... The shop is not very prosperous looking. In the window hangs a sign reading, "Today's Special -- Mixed Kittens -- $1.50"... Rocky stops at this shop every morning. He stares at a litter of Lhasa Apsa puppies. He taps the window and whistles. He SEES a girl behind the counter and presses his face against the window and does his impression of the Hunchback of Notre Dame. The girl nervously looks away.

The girl behind the counter is ADRIAN KLEIN. She is not very attractive, but pleasant-looking. Thirty years old. Brown hair pulled back. Light skinned. She wears glasses.

Rocky really stops by to flirt with Adrian, but she is so painfully shy nothing ever gets started... Rocky enters.

11 INT. PET SHOP - DAY

ROCKY
(brightly)
How ya feelin' this mornin'?
Fulla life?

ADRIAN
(low)
... Fine.

ROCKY
How's the turtle food this week?

ADRIAN
(very shyly)
... Fine.

ROCKY
(mock annoyance)
Me, I'm kinda aggravated.

ADRIAN
... I'm sorry.

ROCKY
Ain't your fault -- Wanna hear this?

Adrian nods... Though charmed, she is slightly intimidated.

(CONTINUED)

11 CONTINUED

ADRIAN
... Could you take the puppy out -

CUSTOMER
It can breathe.

ADRIAN
Please -

CUSTOMER
Please, nothin' - I paid for this dog and can do whatever I want with it - I can throw it through the window if I want - Now give me my two dollars back before I do throw it through the window.

Rocky walks over to her, stares hard in her face and snatches the bag out of her hand. He removes the puppy and hands it to Adrian.

CUSTOMER
Get away from me - Give me that!

Rocky takes a couple dollars out of his pocket and hands it to the lady ... She nervously exits.

ROCKY
... How's the turtle food this week?

ADRIAN
... Fine.

ROCKY
Me, I'm kinda aggravated.

ADRIAN
...I'm sorry.

ROCKY
Ain't your fault - Here's the problem.

11 CONTINUED:

ROCKY
The last food I got here had more moths than flies -- An' the moths get caught in my turtle's throat -- That makes them cough --

The OWNER, a squat woman of forty, steps out of the back and waves at Rocky.

ROCKY
(continuing)
Yo, Gloria -- I was talkin' about the turtle food -- Like I was sayin', the moths get caught in the turtle's throat an' makes 'em cough...
(coughs)
A little cough an' I gotta smack 'em on the shell -- An' whatta think they get?

Adrian shrugs.

ROCKY
(continuing)
I smack 'em hard on the shell an' they get... What?

ADRIAN
... I don't know.

ROCKY
Shell-shocked!

Both the Owner and Adrian smile.

OWNER
Startin' with the bad jokes early today, huh.

ROCKY
Inventin' jokes ain't easy.

Rocky steps over to a large cage at the rear of the shop... Inside is a huge dog.

ROCKY
(continuing)
How's Butkus this mornin'?

OWNER
Ain't had time to check 'em.

(CONTINUED)

11. CONTINUED:

Rocky opens the cage and the large dog jumps out and looks very happy.

ROCKY
Yo, Butkus --- Dead. Play dead.

The dog plays dead.

ROCKY
...What kinda dog is this again?

OWNER
Bullmastiff.

ROCKY
The owner was suppose to pick him up three weeks ago.

OWNER
We're not responsible for animals left over thirty days - We board it ain't a animal shelter, Y'know. ...Adrian, I want you to clean all those cat cages downstairs, they're a mess. (Adrian nods.)

Rocky waves goodbye to Adrian and exits the shop.

12. EXT. LEHIGH ST. TRAIN TRESTLE - DAY

Gazzo picks up Rocky.

13. INT. GAZZO'S CAR - MOVING - DAY

MR. GAZZO and his YOUNG BODY GUARD sit in the front seat... Rocky is in the back seat.

ROCKY
He only had a hundred an' thirty. --- I think he's good for the rest next week, Mr. Gazzo.

GAZZO
(patiently)
Sure, Rocky, Bob's good for it...

Gazzo hands Rocky a twenty.

(CONTINUED)

13 CONTINUED

GAZZO
Tomorrow collect from Del Rio -- He's late three weeks. How'd ya do last night?

ROCKY
... Fine.

Gazzo's Bodyguard looks at Rocky's bruised face in the mirror and smiles.

BODYGUARD
Did ya get the license number?

ROCKY
Of wa?

BODYGUARD
... Of the truck that run over your face.

Gazzo steps out of the car and beckons to Rocky.

GAZZO
Yo Rock. Did I give you a job this mornin? How come ya didn't break this guy's thumb like I asked ya? When ya don't do what ya are told, it makes me look bad, kid.

ROCKY
I figure if I break the thumb this guy gets thrown outta his job and can't pay nothin no more.

GAZZO
It don't matter. It's my reputation. These guys think they can get off light. It's bad for my reputation -- It's bad for business. See ya killer.

Gazzo gets into his car.

GAZZO
(to Bodyguard)
... The Rock's a good kid.

BODYGUARD
(emotionless)
... A meatbag.

They pull away.

14 EXT. GYM - DAY

Gazzo drives off and Rocky strolls across the street to Goldmill's Gym. On the way he passes several familiar people and exchanges waves... Out front is a young Irishman who runs a soft pretzel stand ... His name is RUDY. It is apparent from his face he was a prize fighter ... He is blind and mentally defective.

RUDY
... See the fight last night?

ROCKY
Nah, I was fightin' myself.

RUDY
Apollo Creed beat the bum to pieces.

(CONTINUED)

15 EXT./INT. GYM - DAY

Mickey's Gym is surrounded by bars and a couple of greasy spoons. Out front a crowd of young Blacks talk and jive among themselves. Two winos lean against the entrance.

Rocky enters the gym... The place is nearly full. The MEASURED BEAT of SKIP ROPES and THROBBING SPEED BAGS makes the room come alive, like it was a mindless piece of machinery. Over the loudspeaker MUSIC by the Isley Brothers BLARES out... The music adds a background to the CLANG of the SUTOMATIC TIMERS, SNORTING SPARRING PARTNERS and the THUDDING of HEAVY BAGS.

The room is divided -- Fifty percent Black -- thirty-five percent Latin -- ten percent white -- five percent other.

(CONTINUED)

15 CONTINUED:

As Rocky walks through the gym many of the FIGHTERS pause to wave and yell greetings.

FIGHTER #1
Hey, hear ya knocked Spider Rice out in the sixth?

ROCKY
The third -- Shoulda seen it.

Rocky passes another FIGHTER punching the heavy bag.

FIGHTER #2
(removes glove)
Hey, Rock, touch my hand.

ROCKY
How come?

FIGHTER #2
C'mon, it's important.

Rocky touches the Fighter's bare hand.

FIGHTER #2
(continuing)
Can ya tell I just whacked-off?

Rocky smiles and moves away.

16 INT. DRESSING ROOM - DAY

The dressing room is lined with dented lockers. Wooden benches stretch across the room. On the wall is a sign that reads, "NO KISSING."

Rocky goes to his locker. He tries to open it but fails. He leans his ear against the lock and rolls the tumblers. Still it does not open. He shakes the lock forcefully, no luck... Rocky is flustered and sits on a bench to ponder the situation.

After a moment of deep thought, Rocky stands, seizes the bench and smashes open the lock. Opening the door Rocky is taken aback when he sees a set of very flashy clothes.

ROCKY
(mumbling)
... These ain't my clothes.

He sees a picture of several black girls taped on the inside of the door.

ROCKY
(continuing)
... These ain't my pictures.

(CONTINUED)

16 CONTINUED:

A short powerful man of thirty-five enters. His hair looks like it has been shaped with hedge clippers. His name is MIKE.

ROCKY
Yo, Mike -- What's happenin' here?

MIKE
It ain't your locker no more.

ROCKY
Whatta ya talkin' about it ain't my locker no more?

MIKE
Listen, I'm with you -- But ya gotta talk to Mickey -- I put ya stuff in the bag over there.

Rocky looks at his belongings crammed in a wilted shopping bag and follows Mike across the room... Mike leans his head into the shower room. Two Latin fighters are lathering up.

FIGHTER
... Hey, Peanut, gimme some soap, Man.

MIKE
(irate)
Hey, Nobody -- Yeah, you, Nobody -- You don't call me Peanut.

FIGHTER
Peanut, gimme some soap.

The fighters laugh. Inflamed, Mike removes a bar of soap from his pocket and hurls it at the insulting fighter. It hits just above the man's head. The fighters are shocked into silence.

Mike turns and exits with Rocky... The fighters curse them loudly in Spanish.

17 INT. GYM - DAY

Rocky and Mike move past fighters going through their training routines.

ROCKY
You were ready to bite that guy's face.

(CONTINUED)

17 CONTINUED:

MIKE
Yeah -- See the fight last night? Apollo Creed beat that English guy bad.

ROCKY
Creed's great.

Mike fakes a friendly punch at Rocky and hurries off to another chore...

18 INT. GYM - DAY

The Owner, MICKEY, sits on a stool near the entrance. He wears a baggy suit... He is in his late seventies.

Rocky approaches... Mickey is conversing with another fighter.

MICKEY
I don't care what nobody says, this bum Creed woulda never made it in the Thirties --

ROCKY
Hey, how ya feelin', Mickey?

MICKEY
(monotoned)
... What?

ROCKY
I said, how ya feelin'?

MICKEY
(dryly)
Do you see me talkin'? Huh?

ROCKY
(low)
Yeah.

MICKEY
(spitting)
Then stand there an' wait till I'm done -- Creed's good, yeah, he's real fine but I gotta boy, y'know Big Dipper, who's got the stuff it takes to be a champ -- He's mean, quick, an' big -- What more d'ya need? Okay, go to work...
(MORE)

(CONTINUED)

18 CONTINUED:

MICKEY (CONT'D)
(to Rocky)
Hey -- Yeah -- Whatta ya want?

ROCKY
I was talkin' with ya man, Mike. -- Hey, how come I been put outta my locker?

MICKEY
Dipper needed it.

Rocky turns and looks at DIPPER sparring... Dipper is a young, muscular heavyweight with a mean expression.

MICKEY
(continuing)
Dipper's a climber -- You're a tomato.

ROCKY
... Tomato?

MICKEY
Facts is facts. I run a business here -- I'm cleanin' house --

Mickey pauses to watch a young middleweight time-skip as his trainer sings "FASCINATIN' RHYTHM."

MICKEY
(continuing)
How old are ya?

ROCKY
... What?

MICKEY
How old?

ROCKY
Come July, twenty-five.

MICKEY
More like thirty.

ROCKY
Twenty-five, thirty -- What's the difference? -- It took me two months to learn the combination of that locker.

(CONTINUED)

18 CONTINUED: (2)

MICKEY
The legs must be goin'.

ROCKY
Yeah, they're goin', -- that's nature... That was my locker for six years.

MICKEY
... Did ya fight last night?

ROCKY
Yeah --

MICKEY
Did ya win?

ROCKY
Yeah, Kayo.

MICKEY
... Who'd ya fight?

ROCKY
Spider Rice.

MICKEY
Rice is a bum.

ROCKY
You think everybody I fight is a bum.

MICKEY
Ain't they?

Mickey shoots Rocky a quick, indifferent look and removes a rosary from his pocket and idly rolls it around his fingers.

MICKEY
(continuing)
Ya want the truth -- Ya got heart, but ya fight like an ape -- The only thing special about you is ya never got ya nose broke -- keep ya nose pretty -- what's left of ya brain an' retire.

(CONTINUED)

18 CONTINUED: (3)

ROCKY
Listen, I'm gonna take a steam -- Did good last night -- Shoulda seen it.

MICKEY
Hey, ever think about retirin'?

ROCKY
... No.

MICKEY
... Think about it.

ROCKY
Yeah, sure.

Shrugging, Rocky moves away.

ROCKY
(continuing)
... I think I'm gonna take a steam -- Shoulda seen me fight -- Did good, y'know.

Mickey leans over to Mike who approaches with a mop and pail.

MICKEY
(gesturing towards Rocky)
Known him since he was fifteen -- A waste of life.

Dejected, Rocky travels to the locker room. He passes Big Dipper sparring in a ring... Dipper spits a mouthful of water in a bucket and looks smugly at Rocky.

(CONTINUED)

18 CONTINUED: (3)

DIPPER
(to Rocky)
... I dig yo' locker, Man.

TRAINER
Time, Dipper.

Dipper smiles cruelly and begins sparring... Scene FADES on Rocky's crestfallen expression. He moves off.

19 EXT. PET SHOP - DUSK

At sunset Rocky comes down the street and pauses at the pet shop... He is eating Colonel Sanders' fried chicken out of a bag... He taps on the window with a chicken bone.

20 INT. PET SHOP - DUSK

Inside Adrian is arranging pet toys on the counter... She hears the tapping, sees Rocky, and tenses. Rocky enters.

ROCKY
... Wow -- cold! Good night to catch pneumonia.

Adrian smiles slightly and moves behind the counter. Rocky fumbles idly among the pet toys.

ROCKY
(continuing)
Ah -- I came in here for somethin' ... Oh, yeah, would ya like somebody to walk ya home?

The girl wants to say yes but a tremendous inferiority complex will not permit it... Rocky understands.

ROCKY
(continuing)
Hey, how's my buddy doin'?
(looks into Butkus' cage)
-- Nice dog -- Well, I'll see ya later.

ADRIAN
... Goodnight, Rocky.

Rocky exits. Adrian watches his departure with mixed emotions.

21 EXT. ANDY'S BAR - NIGHT

A short while later Rocky arrives at Andy's Bar... He throws the Colonel Sanders bag and bones in a large public litter can. The trash can has a bicentennial picture of George Washington pointing at a pile of garbage. The caption reads, "There was no litter at Valley Forge!"

22 INT. ANDY'S BAR - NIGHT

Rocky enters the bar. He sits the Drunk in a booth... Several drinkers wave at him. OLD ANDY sets a mug of beer in front of him... Rocky seems to be looking for someone.

ROCKY
Catch pneumonia out there --
Seen Paulie?

Andy casually nods towards the men's room.

Rocky traverses the room and passes TWO DRUNKS leaning on the bar.

23 INT. ANDY'S RESTROOM - NIGHT

Rocky enters the restroom... It is a vile stench hole with years of the remnants of many sick drunks caked on the wall.

PAULIE is presently trying to comb his hair in the only remaining piece of mirror in the room... Paulie is in his early thirties. He is medium height. Brown hair. Square shouldered. He has a foul personality... A classic misanthrope.

ROCKY
Yo, Paulie.

(CONTINUED)

23 CONTINUED:

ROCKY
Yo, Paulie.

PAULIE
(very drunk)
Yo, Rocky -- Look at this mirror. I'd like to kill the friggin' moron who broke this mirror.

ROCKY
Yo, Paulie.

PAULIE
What?

ROCKY
Your sister's givin' me the shoulder.

PAULIE
Forget her. You could do better than my sister.

ROCKY
Every mornin', every night I pass by -- I smile. I say jokes. Nothin'. She looks at me.

PAULIE
(annoyed)
Looks, huh?

ROCKY
Yeah, like I was a plate of leftovers -- Somethin' wrong with my face -- Whatta I need, a Caddy to connect with ya sister?

PAULIE
My sister's a friggin' loser.

ROCKY
Hey --

PAULIE
Sometimes she gets me so crazy, I'd like to split her head with a razor.

ROCKY
Don't get mental, man.

(CONTINUED)

23 CONTINUED: (2)

PAULIE
Ya caught me in a bad mood.

ROCKY
Ya always in a bad mood --

PAULIE
... Adrian ain't sharp.

The restroom stench is overhwelming... Rocky covers his nose with the neckline of his t-shirt.

PAULIE
(continuing)
She's a loser -- She don't enjoy life -- She reads -- Brainy -- Pushin' thirty friggin' years old! She's gonna die alone if she don't wise up.

ROCKY
I'm thirty myself.

PAULIE
An' you're dyin' alone, too.

ROCKY
I don't see no crowd around you, neither.

PAULIE
(pointing at the wall)
I wanna kill the friggin' moron who broke the mirror.

ROCKY
Let's get outta this stink.

24 INT. ANDY'S BAR - NIGHT

The restroom door opens. Rocky guides Paulie out. Though stumbling, Paulie talks as he walks.

PAULIE
The girl's dryin' up! She's gotta live a little before her body dries up!! You're a pal, Rock -- How 'bout yo' talk to her? Y'know, it's Thanksgivin' tomorrow.

(CONTINUED)

24 CONTINUED:

ROCKY
... Sure.

PAULIE
Tomorrow you come for some bird, right?

ROCKY
Absolutely...

Paulie smiles and Rocky guides him to a booth... Rocky steps to the bar. Andy leans over to him.

ANDY
That was alotta crap to go through for a dinner invite.

Rocky shakes his head no and raises his eyes towards a suspended television... the nightly sports broadcast is on. The SPORTS COMMENTATOR is at the airport and about to interview the heavyweight champion of the world, APOLLO CREED. Creed is twenty-eight years old. He is a tall, smooth-muscled Black with barely a scar on his light coffee-colored face... He is followed by an entourage of mixed trainers and cornermen. Also tagging along is a small group of hangers-on.

The Commentator interviews Creed as he and his followers disembark a private jet.

COMMENTATOR
How was the flight, Champ?

APOLLO
Very high an' very fast.

Apollo's crowd smiles almost automatically at everything he says.

COMMENTATOR
Apollo, how would you rate this last British challenger, Henry Wilcoxson?

APOLLO
He was big, an' very nasty so I destroyed him in a hurry -- Now I'm gettin' ready for Mac Lee Green next month.

(CONTINUED)

24 CONTINUED: (2)

COMMENTATOR
You're referring to the much publicized bicentennial fight?

APOLLO
That's right -- It's gonna be the greatest sportin' event in this country's history -- A gala occurrence!

COMMENTATOR
Still to be held in Philadelphia?

APOLLO
The Bicentennial Heavyweight Championship of the World is gonna be held in the only place it can be held -- Philadelphia! -- the nation's cradle -- January First -- the first major event of our two hundredth year.

COMMENTATOR
Where're you off to now?

Apollo draws his wife close.

APOLLO
Me an' my wife are goin' home 'cause we miss our children an' can't go no more time without seein' them.

COMMENTATOR
Any quick advice for young boxing hopefuls?

APOLLO
(looks straight into the camera)
... Stay in school an' use your brains, dig -- Be a lawyer, be a doctor, carry a leather briefcase an' forget about sports!! Sports can only make ya grunt an' smell -- Be a <u>thinker</u> not a <u>stinker</u>!!

Apollo's entourage laughs and they move on... The Commentator faces the camera.

(CONTINUED)

24 CONTINUED: (3)

COMMENTATOR
Jerry Simpson at Kennedy Airport with the Champion, Apollo Creed.

The sports show cuts away, but Rocky continues to look at the television with a pensive stare... Andy has been speaking the following dialogue over Apollo's broadcast.

ANDY
Nobody cares what's happenin' in the world of sports nomore -- Downhill. Baseball, downhill -- Basketball, downhill. Football's goin', too. Bank on it. Baseball use to be America's best sport... Sure -- Nuttin' like squattin' through a great double header, but now baseball's all business.

The news report with Apollo ends. Andy drinks.

ANDY
(continuing)
Where are the real fighters? The pros. Today we jig clowns.

ROCKY
Clown.

ANDY
Yeah.

ROCKY
He took his best shot an' became champ -- What shot did you ever take?

ANDY
Yo, Rock, you ain't happy with yourself? Fine. But me, I gotta business here -- I don't need to take no shot.

Becoming despondent, Rocky rises and crosses to Paulie slumped unconscious in the booth.

Rocky exits the bar... Andy turns to his customers.

ANDY
(continuing; boldly)
Take a shot, he says! -- Sure, I'll take a shot!

Laughing, Andy pours himself a shot.

25 OMITTED

26 EXT. ATOMIC HOAGIE SHOP - NIGHT

Rocky passes an all-night sandwich shop... In the window hangs the sign "ATOMIC HOAGIE SHOP, INC." Out front are several YOUNG MEN and WOMEN. They are much too young to be out so late... A boy with a badly-chipped tooth beckons to Rocky.

CHIPPED TOOTH
(aggressively)
Yo, Rocks, buy us sum wine, man.

ROCKY
... No wine -- Bad for ya' brain.

CHIPPED TOOTH
C'mon, man, it's cold, man.

(CONTINUED)

26 CONTINUED:

ROCKY
No wine.

CHIPPED TOOTH
Yo, Rock, Gimme a dollar.

ROCKY
Why?

CHIPPED TOOTH
(sarcastically)
'Cause we dig ya, man -- Gimme a dollar.

ROCKY
No dollar.

CHIPPED TOOTH
Hey, give Rocky a dime.

YOUNG MAN #2
... How come?

CHIPPED TOOTH
So he can call all his friends.

ROCKY
(mildly embarrassed)
... That's an old one.

CHIPPED TOOTH
Buy us some Thunderbird, man.

Rocky ignores the statement and faces a very young girl who is smoking and leaning whore-like against the wall.

ROCKY
Is that Marie? -- Marie, ya brother know you're hangin' out so late?

The girl, MARIE, assumes an indifferent attitude, attempting to impress her firends.

MARIE
... Screw you.

ROCKY
(awed)
What'd you say?

MARIE
... Screw you, yoyo.

26 CONTINUED: (2)

The gang laughs. Angered and shocked, Rocky grabs her arm.

ROCKY
Did these guys teach you to talk dirty? Huh?

MARIE
Hey --

ROCKY
What?

MARIE
Stuff it, man!

ROCKY
(shakes her)
Don't you never say that --
(to the gang)
-- You guys talk like that in front of a little girl -- You guys are scum.

CHIPPED TOOTH
This is our place, dig!

The gang reluctantly backs up a step.

ROCKY
Don't ya never come round this girl -- Go home.

YOUNG MAN #2
This is our corner, man! You go, chump!

Rocky moves forward and they scatter... They quickly move off.

CHIPPED TOOTH
(backpedaling)
We'll kill you, man -- We gotta gun.

ROCKY
Pull heat on me? -- I'll dent ya face!

Rocky leads the girl away.

27 EXT. STREET - NIGHT

Rocky is walking the young girl home... They are presently cutting through a dark public school yard. They pass through the beams of light cast off by weak flood lights located at the top of the school building. The atmosphere is somewhat eerie.

ROCKY
How come ya wanna hang out with those guys? They teach ya bad things.

MARIE
I like 'em. If you don't you can f--

ROCKY
Hey! When I was your age, there was only one girl who talked like that in the whole neighborhood.

MARIE
(bored)
... Yeah.

She attempts to light a cigarette... Rocky nonchalantly tosses it to the ground.

ROCKY
Make your teeth yella --

MARIE
I like yella teeth.

ROCKY
Makes your breath like garbage.

MARIE
Maybe I like garbage.

Rocky and Marie take a shortcut through a dark school yard.

ROCKY
Nobody likes garbage -- Anyway, this girl with the dirty mouth wasn't bad lookin', but the guys wouldn't take her out for any serious datin'.

MARIE
Why?

(CONTINUED)

27 CONTINUED: (2)

ROCKY
'Cause that's the way guys are -- They laugh when ya talk dirty. They think ya cute for a while, but then ya getta reputation an' watch out. Nobody's ever gonna take ya serious. Ya get no respect... I gotta use a bad word -- Whore. You'll end up maybe becomin' a whore.

MARIE
C'mon, Rocky, I'm twelve.

ROCKY
That doesn't matter -- You don't really have to be a whore, just act like one an' that's it.

MARIE
What?

ROCKY
Yo, a bad reputation -- Twenty years from now people will say 'D'you remember Marie?' 'No, who was she?' 'She was that little whore who hung out at the Atomic Hoagie Shop.' 'Oh, now I remember!'... See, they don't remember <u>you</u>, they remember the <u>rep</u>.

Rocky and Marie exit the dark school yard... Standing in the shadows of the building are three young muggers. The light from their cigarettes flares red in their faces.

The muggers pace Rocky across the street and follow them down the block... Rocky sees them and stops and faces the three. The muggers pause and study Rocky from a distance of twenty yards. Rocky gives a loud boxer's snort, wipes his nose with the side of his thumb and rolls his shoulders... The muggers are intimidated and slowly peel off and meander away.

Rocky turns to Marie who has been standing behind him.

ROCKY
(points down the block)
... That's your house, ain't it?

Marie nods.

(CONTINUED)

27 CONTINUED: (3)

ROCKY
(continuing)
Listen, I hope ya don't --

MARIE
I won't.

ROCKY
What was I gonna say?

MARIE
Ya hope I don't keep acting like a whore or I'll turn into one, right?

ROCKY
Ya, somethin' like that.

They exchange smiles and Marie moves away. Rocky has made an impact on her life.

MARIE
Goodnight, Rocky.

ROCKY
'Night, Marie.

She takes a few more steps and pauses again.

MARIE
... Fuck you, Creepo!!!

The girl runs to her house as Rocky looks on in dismay.

ROCKY
(walks off)
... Yeah, who're you to give advice, Creepo.

28 INT. JERGENS' OFFICE - DAY

APOLLO CREED and his LAWYER and TRAINER are seated in the offices of MILES JERGENS. Jergens, a successful promoter looks unhappy as he looks into the scowling face of Apollo Creed.

CREED'S LAWYER
Are the doctor's reports confirmed?

JERGENS
Definitely --
(MORE)

(CONTINUED)

28 CONTINUED:

JERGENS (CONT'D)
(reading)
-- It says here, Mac Lee Green has suffered a seriously cracked third metacarpal in his left hand.

APOLLO
Damn.

JERGENS
I suppose we could cancel the fight indefinitely if you are set on fighting Green.

TRAINER
It ain't just Green, what about the time Apollo's invested --

JERGENS
I believe we can find a solution.

APOLLO
Solution, nothin' -- What about the Bicentennial fight.

LAWYER
Jergens, don't play games with my client! Apollo has already done nearly a million dollars worth of publicity --

TRAINER
Ten million's worth!

LAWYER
-- And has made contractual obligations with over twenty different organizations -- He doesn't want to be embarrassed.

APOLLO
You best find me another ranked contender an' I mean in a flash, man!

JERGENS
(holding up some notes)
I contacted Ernie Roman's manager, he's fighting in France the same week.

(CONTINUED)

28 CONTINUED: (2)

APOLLO
Then gimme Buddy Shaw -- He's ranked fifth.

JERGENS
Shaw's fighting in South America -- Why not postpone the bout until July Fourth?

LAWYER
Hell with Fourth of July, man! Ten thousand things'll be goin' down on the Fourth of July! -- Apollo wants to be first!

JERGENS
That may not be possible, Jimmy.

TRAINER
This man here is the Star, dig -- Don't cause him to breathe heavy -- Now what 'bout that sucker, Billy Dukes?

JERGENS
Went to California and gained fifty pounds -- and I called every worthwhile contender, but they say five weeks isn't enough time to get in shape.

Apollo stands beneath a new fight poster and points to it.

APOLLO
Shape, nothin' -- They're afraid. They know everybody in the world's gonna see this fight an' none of them gotta prayer of beating me so they're makin' excuses so they don't have to be the chump that's gonna be whipped in front of the whole civilized world!!

JERGENS
Apollo, I'm sure there's a way to salvage this.

TRAINER
Nobody wants to be dissected on the country's birthday.

(CONTINUED)

28 CONTINUED: (3)

JERGENS
All I can counter with is that I'm a goddamn good promoter -- I've promoted in every country in the world -- and I've tried to the best of my abilities. Perhaps you're right, and no one wants to be beat on the country's birthday... I don't know what else to say --

APOLLO
I do -- Maybe what this fight needs is something new -- a novelty.

TRAINER
You's the novelty, Champ!

APOLLO
Give my main man a raise!!

Everyone laughs.

APOLLO
(continuing)
Now here's what's goin' down. Listen, 'cause I'm gonna say this but one time. On January first, the first day of the Bicentennial I'm gonna fight me a local poor underdog, dig? A snow-white underdog. An' I'm gonna put his face on this poster with me, hear? An' I'll tell you why, 'cause I'm sentimental -- An' all the people in the country are sentimental, man, an' they'd like nothin' better than me, Apollo Creed, to let some unknown get a shot at the greatest title in the world on this country's biggest birthday. Now that's the way I see it an' that's the way I want it!!

JERGENS
... It's very American.

APOLLO
No, man, it's very smart.

29 EXT. STREET - DAY

Late that afternoon Mr. Gazzo's white 1970 Cadillac pulls up to Rocky's apartment... Rocky is in the back seat with the loan shark. Gazzo's bodyguard is driving.

Gazzo flips through a small black notepad.

ROCKY
Next Wednesday I grab a grand from Snyder. An' Thursday two yards from Cappoli, okay?

GAZZO
No, two yards from Snyder, an' a grand from Cappoli.

ROCKY
Ya sure?

GAZZO
Hey, screw ya brain on right. Now, who's this girl you're going out with tonight?

ROCKY
How'd you know?

GAZZO
(smiles)
You think I don't hear things?

ROCKY
Paulie's sister.

BODYGUARD
(abrasively)
Hear she's retarded.

ROCKY
(dryly)
She ain't retarded, she's shy.

BODYGUARD
Take 'er to the zoo -- Retards like the zoo.

ROCKY
Does that bum have to say that?

The Bodyguard reddens... Gazzo motions to his Bodyguard to relax.

(CONTINUED)

29 CONTINUED:

ROCKY
(laughs)
Count ya blessin's. Ya a healthy person -- ya legs work -- ya hands work --

The Bodyguard has been looking at Rocky with murderous eyes.

BODYGUARD
I don't like ya face.

ROCKY
Don't like yours neither.

BODYGUARD
Kiss my ass.

ROCKY
Move your shoulders down.

Mr. Gazzo is amused. He steps out of the car, followed by Rocky.

GAZZO
(smiles)
Buddy's got a thing against ya, Rock. Some people just hate for no reason, y'know.

ROCKY
Yeah.

GAZZO
Here's fifty bucks -- You an' the girl have a nice time.

ROCKY
Thanks, Mr. Gazzo.

Rocky enters his apartment and Gazzo drives off.

30 INT. JERGENS' OFFICE - DAY

The SCENE REVERTS BACK TO Miles Jergens' office. Apollo pores over a large record book.

APOLLO
How 'bout this Billy Snow?

JERGENS
Fouls.

(CONTINUED)

29 CONTINUED:

GAZZO
Buddy's in a bad mood -- prostate problems.

ROCKY
He's always in a bad mood.
(MORE)

(CONTINUED)

30 CONTINUED:

APOLLO
How 'bout this Big Chuck Smith?

TRAINER
Too old, dull fighter.
(points at a name)
Bobby Judge is a good boy.

APOLLO
... I don't feel heat from the name.

JERGENS
Joe Zack is a good prospect -- Exciting boy.

APOLLO
... Still don't feel no heat.

JERGENS
(sighs)
Exactly what are you looking for, Apollo?

APOLLO
... This man.

Everybody leans forward.

APOLLO
(continuing; much amused)
'The Italian Stallion' -- He's my man.

JERGENS
Rocky Balboa -- His record's poor --

APOLLO
Don't matter -- That name, 'The Italian Stallion,' it's right on.
(laughs)
Who discovered America? An Italian, right? So, man, what could be better than to get it on with one of his ancestors --

TRAINER
He won't last one round.

(CONTINUED)

30 CONTINUED: (2)

APOLLO
Listen, I gonna carry this boy three rounds, then drop 'im like a bad habit.

TRAINER
I don't like you messin' with southpaws -- They do everything wrong.

APOLLO
Southpaw, nuthin' -- I'll drop 'im in three -- 'Apollo Creed meets the Italian Stallion.' Shhiii -- Sounds like a damn monster movie!!

Everyone laughs.

FADE OUT.

FADE IN:

31 EXT. STREET - DUSK

Rocky and Paulie walk towards his house... Even though it is cold and dark, a group of kids conduct an energetic game of half-ball. (Half-ball is a variation of stick-ball.)

ROCKY
(mimes throwing)
I usta be deadly at half-ball.

PAULIE
I hate the friggin' game... I'd like to talk some business.

ROCKY
What kinda business?

PAULIE
Look at my hands -- See how the joints are swollen.

Paulie extends his thick hands and tries to make a fist.

PAULIE
(continuing)
Inflamed joints -- Walkin' in an' out of a freezer carryin' meat plays hell on the joints.

ROCKY
Maybe ya should see a doctor.

PAULIE
I don't need a doctor, I need a different job.

ROCKY
Maybe another job is the best thing.

PAULIE
Do me a favor -- Talk to Gazzo. Tell him I'm a friend an' would do a good job... Tell him I ain't bothered by nothin' an' would be a great collecter... Bustin' bones don't bother me -- Tell him I'm a good worker.

ROCKY
Gazzo's gotta come to you.

(CONTINUED)

31 CONTINUED:

PAULIE
I'm askin' ya to go to him --
As a favor.

ROCKY
Gazzo's gotta come to you --
Hey, Paulie, it's a bad job --
Do what you do now.

32 EXT. ATOMIC HOAGIE SHOP - DUSK

They continue past the Atomic Hoagie Shoppe, Inc... A group of young men pitch quarters on the sidewalk out front.

Rocky pauses... He sees Marie, the little girl from the night before, hanging around with the guys. She sees Rocky.

Marie takes a deep drag on her cigarette and faces the opposite direction... The gang smiles and continues to pitch quarters.

Anger and disappointment register across Rocky's face.

PAULIE
You know her?

Rocky shrugs and the two men move off... Filling the night air is the METALLIC SOUND of pitching QUARTERS.

33 EXT. PAULIE'S APARTMENT - NIGHT

The men arrive at Paulie's home. It is at the top of a dimly-lit four story walk-up.

ROCKY
Ya sister knows I'm comin'?

PAULIE
Yeah, sure -- She's very excited.

34 INT. PAULIE'S APARTMENT - NIGHT

Paulie unlocks the apartment door and enters... Rocky stiffly follows. Paulie's sister steps out of the kitchen. A large serving spoon is in her hand... The TV is on.

She stops short and eyes Rocky... She is visibly unsettled by Rocky's unexpected presence.

(CONTINUED)

34 CONTINUED:

ADRIAN
(weakly)
Paulie, you're late.

She looks at Rocky again.

PAULIE
Did you call the hospital?
(to Rocky)
If I'm ten minutes late, she calls the hospital.

Adrian enters the bedroom and slams the door... Paulie follows. An argument ensues and Rocky overhears.

OVER the argument is HEARD a SPORTS BROADCAST rising from the TELEVISION.

COMMENTATOR (V.O.)
... Unfortunate luck for fifth-ranked heavyweight, Mac Lee Green. The slugging fighter acquired a serious fracture in his left hand after an aggressive day of sparring -- Champion Apollo Creed says he'll be 'shopping for another victim,' to fill Green's vacancy for the Bicentennial Championship Fight to be held in Philly next month... By the way, rumor has it that this will be the most widely-viewed sporting event in the entire world -- and that includes the Super Bowl, folks... Today U.S. swimmers set a new...

Meanwhile, the argument between brother and sister continues in the bedroom.

ADRIAN
... Paulie, why didn't you tell me you were bringing him home?! Look at me, I'm not ready for this.

PAULIE
Like it would make a difference if you were, right? This guy's a friend and now he's takin' ya out.

ADRIAN
No... I can't!

(CONTINUED)

34 CONTINUED: (2)

PAULIE
Ya, ya goin' outta the bedroom an' I don't wanna know from nothin'.

ADRIAN
Paulie, please --

PAULIE
Hey, I want ya out instamaticly. -- I'm sicka lookin' at ya hangin' around like a friggin' spider -- Go out -- Live! Do, enjoy life.

ADRIAN
... Like you?

PAULIE
Don't get wise with me. I want ya to stop bein' a loser.

ADRIAN
I can't go out.

PAULIE
Why?

ADRIAN
Paulie, it's Thanksgiving. I've gotta turkey in the oven.

Paulie turns and leaves the bedroom... He enters the kitchen. Grabbing a large fork, he opens the oven and spears the turkey... With the turkey suspended on the end of the fork, Paulie heaves the dripping bird out the window.

Adrian has seen this and is shattered. She runs back into the bedroom and locks the door.

PAULIE
!! Ya want the bird, go out in the alley an' eat the bird -- I want ya outta the house -- Enjoy ya friggin' life... Ya hungry, Rock?

ROCKY
Maybe ya better forget it.

PAULIE
Forget nothin' -- Here, talk to my sister, tell 'er somethin' nice.

Rocky walks over to Adrian's bedroom door and begins speaking to the enclosed girl.

(CONTINUED)

34 CONTINUED: (3)

ROCKY
... Yo, Adrian, it's me, Rocky... Ah, ah -- Ah, it's kinda hard for me to think of somethin' to say, y'know -- 'Cause I never talked to a door before, I mean whatta ya say to a door.

Rocky turns away and begins to walk off.

ROCKY
(continuing)
... Maybe I better forget it.

PAULIE
Try again, c'mon, try again.

Rocky goes over to the door and begins speaking again.

ROCKY
Ah, Adrian, I know ya ain't too happy at this moment, but would ya do me a favor -- I ain't got nobody to spend Thanksgivin' with -- How 'bout you an' me goin' out -- Get somethin' to eat, maybe laugh a little, who knows... Would ya like, I dunno, go out together?

Adrian opens the door... She already has her winter coat on.

ROCKY
(continuing)
We'll have a good time.

Paulie opens the front door and gives Rocky an encouraging smile...

ROCKY
(continuing)
What's ya sister like to do?

PAULIE
Ice skate.

ROCKY
I din't want no turkey anyway.

ADRIAN
It's Thanksgiving.

ROCKY
To you, to me it's Thursday.

35 INT. ICE SKATING RINK - NIGHT

Rocky and Adrian enter a deserted skating rink.

ROCKY
Looks quiet, y'know.

ADRIAN
I think it's closed.

ROCKY
I think mebbe we're early or somethin' --

From across the rink a CLEANING MAN yells at them.

CLEANER
Hey, whatta ya doin' here -- we're closed... Yo, we're closed!

ROCKY
(yells back)
Are ya closed to the General Public or to just everybody.

CLEANER
(starts to walk over)
Hey, the rink is empty 'cause we're closed -- ya ain't allowed in here so do me a favor an' not stay here.

ROCKY
Wait here, gotta smooth this guy out.

ADRIAN
(softly)
We could go somewhere else an' --

Rocky approaches the Cleaner.

CLEANER
Yo, pal, what's with you -- The place ain't operatin'.

ROCKY
Listen, I gotta problem. This girl ain't feelin' well, y'know -- The doctor says she should exercise, y'know once in awhile an' ice skatin' is the best thing --

(CONTINUED)

35 CONTINUED:

CLEANER
This a con?

ROCKY
Look at her, ya can see she ain't feelin' good -- needs a few minutes exercise --

CLEANER
Few minutes?

ROCKY
... Ten minutes.

CLEANER
Ten minutes for ten dollars.

ROCKY
... Yeah, give 'er the Blades.

35A OMITTED

36 INT. ICE SKATING RINK - NIGHT

Adrian has on skates. Rocky follows her onto the ice. He wears street shoes.

ADRIAN
... Aren't you skating?

ROCKY
Ain't skated since I was fifteen -- That's when I started fightin' -- gotta watch the ankles. Yeah, fightin' use to be tops with me, but no more. All I wanted to prove was I weren't no bum -- That I had the stuff to make a good pro.

ADRIAN
And you never got the chance?

The Cleaner yells from the sideline.

CLEANER
Nine minutes!

(CONTINUED)

36 CONTINUED:

ROCKY
Hey, I ain't cryin'... I still fight. Kinda do it like a hobby. See I'm a natural southpaw an' most pugs won't fight a southpaw 'cause we mess up their timin' an' look awkward, nobody wants to look awkward -- Southpaw means lefthanded... But I guess in the long run things probably worked out for the best, right?

ADRIAN
But you never had a chance to prove yourself.

ROCKY
Absolutely.

CLEANER
Eight minutes!

Adrian slips and Rocky breaks her fall.

ROCKY
I just dislocated my finger.

ADRIAN
Ohh!

CLEANER
Seven minutes!

ROCKY
It ain't your fault -- I originally done it in the Baby Crenshaw fight.
(opens his wallet)
That's me fightin' Big Baby Crenshaw -- Big Baby was the size of an airplane an' I broke my hands on his head -- I lost, but it's a nice picture, don't ya think?

CLEANER
Six!

ROCKY
How 'bout some Cokes?

CLEANER
Cost ya a buck.

(CONTINUED)

36 CONTINUED: (2)

ROCKY
This guy is beautiful -- get the Cokes.

Adrian does a slight turn and Rocky has to speed up and nearly falls.

ROCKY
(continuing)
See, I ain't graceful, y'know -- I don't move good -- Stink as a dancer too -- But I can really swat, I hit hard, real hard, but I'm a southpaw an' nobody wants to fight a southpaw! -- Havin' a good time?

Adrian nods and is very nervous... The Cleaner moves carefully across the ice.

ROCKY
(continuing)
Y'know how I got started in the fight racket?

ADRIAN
By accident?

CLEANER
Here -- Three minutes.

ROCKY
Yeah -- My ol' man who was never the sharpest told me -- I weren't born with much brain so I better use my body.

For the first time, Adrian laughs.

ROCKY
(continuing)
What's funny?

ADRIAN
My mother told me just the opposite. She said, 'You weren't born with much of a body so you'd better develop your brain.

CLEANER
Time!

(CONTINUED)

36 CONTINUED: (3)

The Cleaner walks over as Rocky and Adrian get off the ice.

CLEANER
(continuing)
That's ten bucks.

ROCKY
I must be goin' deaf 'cause I thought ya said, 'ten cents.'

Rocky hands him a dime.

CLEANER
(weakly)
... How 'bout for the Cokes?

ROCKY
Charge it.

Rocky and Adrian start to leave. Rocky pauses at the door and fishes into his pocket and hands over eleven dollars.

ROCKY
(continuing)
Had ya goin', didn't I, huh?

He grins and leaves.

36A EXT. STREET - NIGHT

ROCKY
Some people are very shy by nature.

ADRIAN
... I suppose.

ROCKY
I would say you're very shy by nature.

ADRIAN
... I suppose.

ROCKY
Some people think bein' shy is a disease, but it don't bother me.

(CONTINUED)

36A CONTINUED:

ADRIAN
It doesn't bother me either.

ROCKY
Then why did I bother bringin' it up? 'Cause I'm dumb, that's why... Y'know, I think we make a real sharp coupla coconuts -- I'm dumb an' you're shy.

ADRIAN
... It is just hard for me to understand why anybody wants to be a fighter.

(CONTINUED)

36A CONTINUED:

ROCKY
Ya gotta be a little soft to wanna be a pug... It's a racket where ya' almost guaranteed to end up a bum.

ADRIAN
I don't think you're a bum.

ROCKY
... I'm at least half a bum. Yeah, fightin' is a crazy racket. The roughest part is the mornin' after.

ADRIAN
Morning after?

ROCKY
After a rough fight, ya' nothin' but a large wound. Sometimes I feel like callin' a taxi to drive me from my bed to the bathroom... Ya' eyes hurt, ya' ears hurt, ya' hair even hurts... But the thing I'm proud of is I been in over sixty fights an' never had a busted nose -- bent an' twisted an' bitten but never broke... That's rare.

ADRIAN
Why do you do it if it hurts so bad?

ROCKY
... Guess.

ADRIAN
(pause)
'Cause you can't sing or dance?

Rocky smiles.

37 thru 39 OMITTED

40 INT. ROCKY'S APARTMENT - NIGHT

Rocky and Adrian enter his one-room apartment... She is nervous and taken aback by the bleakness of the room... Rocky goes to the icebox.

ROCKY
Would ya like a glass of water?

ADRIAN
... No thanks.

Adrian looks at the mirror above Rocky's dresser. She sees a high school photo of Rocky. He once was handsome and smooth-faced... Rocky steps up behind her and his face is reflected in the mirror.

He turns on his cheap RECORD PLAYER... He reaches into the turtle bowl.

ROCKY
Here's the guys I was tellin' ya about -- This is Cuff an' Link.

ADRIAN
I sold them to you.

ROCKY
(very embarrassed)
... Oh, yeah, I bought the whole kit -- Yeah, ya sold me the turtles, the bowl, an' the mountain -- I had to get rid of the mountain 'cause they kept fallin' off.

ADRIAN
Do you have a phone?

ROCKY
I had it pulled. People callin' all the time. Who needs it -- Who'd you wanna call?

ADRIAN
I wanna let my brother know where I am.

(CONTINUED)

40 CONTINUED:

ROCKY
D'you really wanna call?

ADRIAN
Yes, I do.

ROCKY
You sure?

ADRIAN
Yes.

ROCKY
Why?

ADRIAN
I think he might be worried.

ROCKY
I'll call your brother.

Rocky flings open the window and bellows like a foghorn.

ROCKY
(continuing)
!!Yo, Paulie -- Ya sister's with me! I'll call ya later.

Rocky closes the window and faces the woman... She is not smiling. She looks frightened.

ROCKY
(continuing)
What's the matter? Ya don't like the room?

ADRIAN
It's fine.

ROCKY
It's only temporary.

ADRIAN
It's not that --

ROCKY
What's the problem? You don't like me -- Don't like the turtles -- What is it?

ADRIAN
I don't think I belong here.

(CONTINUED)

40 CONTINUED: (2)

ROCKY
It's okay.

ADRIAN
No, I don't belong here.

ROCKY
It's all right -- You're my guest.

ADRIAN
... I've never been in a man's apartment before.

ROCKY
(gesturing)
They're all the same.

ADRIAN
I'm not sure I know you well enough -- I don't think I'm comfortable.

ROCKY
Yo, I'm not comfortable either.

ADRIAN
(standing)
I should leave.

ROCKY
But I'm willin' to make the best of this uncomfortable situation.

Adrian moves to the door... Rocky intercepts her.

ROCKY
(continuing; softly)
Would ya take off your glasses?

ADRIAN
(dumbstruck)
What?

ROCKY
The glasses... Please.

Rocky removes her glasses and looks deeply into her eyes.

(CONTINUED)

40 CONTINUED: (3)

ADRIAN
(timidly)
... T-thank you.

ROCKY
Do me another favor?

ADRIAN
... What?

ROCKY
Could ya take off that hat.

After a moment, Adrian removes the hat... She is becoming rather pretty.

ROCKY
I always knew you was pretty.

ADRIAN
Don't tease me.

The woman melts into the corner and begins lightly sobbing ... Rocky steps forward and fences her with his arms and body.

ROCKY
I wanna kiss ya -- Ya don't have to kiss me back if ya don't feel like it.

Rocky softly kisses the woman... Her arms hang limp. He puts more passion into the kiss and she starts to respond. Her hand glides like smoke up his back. She embraces his neck. The dam of passion erupts. She gives herself freely for the first time in thirty years.

41 EXT. GOLDMILL'S GYM - DAY 41

The following day, Rocky strolls down the street to Goldmill's Gym... Out front a group of young blacks stop talking and study Rocky as he passes. Rocky's eyebrows knit in confusion.

42 INT. GOLDMILL'S GYM - DAY

Rocky climbs the stairs and enters the gym...

(CONTINUED)

42 CONTINUED:

... In a matter of seconds, his presence is known and the athletes stare in wonderment... The big black heavyweight contender, Dipper, throws down his towel in disgust and turns away.

Mike quickly approaches Rocky.

MIKE
Hey, Rock -- What happened?

ROCKY
'Bout what?

Mickey Goldmill steps out of his office...

MICKEY
Did ya get the message, kid?

ROCKY
Message -- What message?

Mickey pulls out a card from his breast pocket... He hands it to Rocky.

MICKEY
A Rep from Miles Jergens' Promotions was lookin' for ya -- They need sparrin' partners for Creed.

ROCKY
Ya puttin' me on?

MICKEY
Here's the card.

ROCKY
When was they here?

MICKEY
'Bout an hour ago.

ROCKY
Probably lookin' for sparrin' partners.

MICKEY
... I said that before.

Rocky turns from Mickey and jogs out of the gym. Mickey fumbles with his rosary beads.

MICKEY
(continuing)
... Waste of life.

(CONTINUED)

43 EXT. SKYSCRAPER - DAY

Rocky steps off a bus in mid-town Philadelphia. He hurries down Broad Street. Every few steps he breaks into a trot... He enters a skyscraper.

44 INT. OFFICE BUILDING - HALL - DAY

Rocky exits the elevator and enters the office of Miles Jergens' Productions.

45 INT. JERGENS' PRODUCTIONS - DAY

The SECRETARY is slightly startled by Rocky's excited expression.

SECRETARY
May I help you?

Rocky hands her the business card.

SECRETARY
(continuing)
Your name, please?

ROCKY
Balboa, Rocky Balboa.

The Secretary rises and enters Jergens' office... Rocky eyes the multitude of sporting pictures hanging on all four walls.

The Secretary returns.

SECRETARY
You may go in.

Rocky collects himself and enters...

46 INT. JERGENS' OFFICE - DAY

Miles Jergens warmly greets him.

JERGENS
Hello, Mr. Balboa -- I'm Miles Jergens -- Please, have a seat.

ROCKY
... Thanks.

JERGENS
Mr. Balboa --

(CONTINUED)

46 CONTINUED:

ROCKY
(overriding)
Rocky.

JERGENS
Rocky, do you have any representation? A manager?

ROCKY
No -- Just me.

JERGENS
Rocky, would you be interested in --

ROCKY
Sparrin'?

JERGENS
Excuse me.

ROCKY
I know ya need sparrin' partners -- I'm very available.

JERGENS
I'm sure you are.

ROCKY
Absolutely -- Sparrin' with the Champ would be an honor -- y'know what?

JERGENS
What?

ROCKY
I wouldn't take no cheap shots. I'd be a good sparrin' partner.

Jergens seems very amused. He lights a cigar.

JERGENS
Rocky, would you be interested in fighting Apollo Creed for the Championship?

ROCKY
... Like I said, I'd make a boss sparrin' mate.

JERGENS
Did you hear what I said?

(CONTINUED)

46 CONTINUED: (2)

ROCKY
Sure, an' I'm smart enough to know that no sparrin' partner should take cheap shots at the Champ. He's just there to help condition the man.

JERGENS
Not spar, I'm asking whether you would be interested in fighting Creed for the championship.

The weight of the statement comes crashing down in Rocky. For a long moment he becomes nothing more than a basket case as he ponders the statement... He half regains his senses.

ROCKY
... Ah... Absolutely.

The SCENE FADES and becomes a black and white television.

47 INT. PAULIE'S APARTMENT - NIGHT

Rocky and Adrian are at her home watching an old black and white television... Rocky smiles... The film now cuts to Apollo being interviewed.

REPORTER #1
How d'you like the 'City of Brotherly Love?'

APOLLO
I like my Philadelphia Brothers. An' I'm patriotic!

Apollo has to move to the side to avoid a thrusting microphone.

APOLLO
(continuing; mock seriousness)
If yo' don't back up I'm gonna send yo' home with a microphone in yo' nose!

The Reporters laugh.

(CONTINUED)

47 CONTINUED:

REPORTER #2
Why did you agree to fight a man who has virtually no chance of winning?

APOLLO
If history proves one thing, everybody gotta chance -- Didn't yo' all ever hear of David an' Goliath? -- 'Course I woulda knocked out Goliath.

REPORTER #3
It is a coincidence that you're fighting a white man on the most celebrated day in the country's history?

APOLLO
The same coincidence that he's fightin' a black man.

REPORTER #1
What're your feelings about the challenger?

APOLLO
He's Italian.

REPORTER #1
What does that mean?

APOLLO
It means if he can't fight, I bet he can cook!

Rocky and Adrian laugh at the interview... Paulie, her brother, takes offense.

PAULIE
Do me a favor -- His lungs, punch 'em out.

ADRIAN
Paul.

Rocky's interview now fills the screen. Rocky squints and looks nervous under the hot lights.

REPORTER #2
This is your largest payday ever -- How do you feel about it?

(CONTINUED)

47 CONTINUED: (2)

ROCKY
Feel? I dunno... Happy.

REPORTER #2
How will you fight Apollo Creed?

ROCKY
(mind elsewhere)
Creed's great, ain't he... I'll do what I can.

REPORTER #1
Where did you get the name, 'Italian Stallion?'

ROCKY
I thought of it 'bout eight years ago, when I was eatin' dinner.

REPORTER #2
Is it true the most you've ever made in a prizefight is five hundred dollars?

ROCKY
Four hundred -- But that was a long time ago.

REPORTER #2
And now your payday will be one hundred and fifty thousand dollars. Any comment?

ROCKY
Listen, I wanna say hi to my girlfriend -- Yo, Adrian!

Adrian blushes and laughs.

ADRIAN
Oh, Rocky!

PAULIE
(dry)
Christ.

ADRIAN
You didn't!

ROCKY
Sure I did. You heard.

(CONTINUED)

47 CONTINUED: (3)

They continue to watch the remainder of the interview... The head COMMENTATOR is looking directly into the camera.

COMMENTATOR
A Bicentennial Fight -- January first. It will be the first sporting event on our two hundredth birthday and is already being called by many the greatest farce in sports history. If this man lasts more than a minute I would say he's on borrowed time.
(sarcastically)
It's matches like this with their exorbitant prices that give sports a bad name -- Not only is this match bad, people, it's sad! Why a Rocky Balboa? At the State Athletic Commission, Larry Duggan reporting.

PAULIE
(irate)
The guy's a friggin' moron.

ROCKY
Why?

PAULIE
Don't it matter none he's makin' ya out a fool? -- I'd break his lips.

ROCKY
It don't matter.

PAULIE
He's takin' cheap shots.

ROCKY
It don't bother me none.

PAULIE
Yo, Rock -- now ya'll be lookin' for people to help, right?

ROCKY
Help what?

PAULIE
Y'know, to help keep ya livin' clean.

(CONTINUED)

47 CONTINUED: (4)

ROCKY
I'll do okay.

PAULIE
Ya gotta have a guy help ya exercise, mebbe somebody to be standin' by with a towel or run errands, y'know.

ROCKY
Hey, who cared about me yesterday, huh? Nobody -- I think I'm gonna train myself.

PAULIE
Without havin' good people around, ya won't have such a good chance.

Adrian is not happy with her brother's overbearing attitude. She faces him.

ADRIAN
Einstein flunked out of school... twice.

PAULIE
That so.

ADRIAN
Roosevelt finished last in his class -- Beethoven was deaf, an' Helen Keller was blind -- I think Rocky has a good chance.

48 INT. HALLWAY OF PAULIE'S APARTMENT - NIGHT

Rocky stands in Adrian's doorway. He kisses her.

ROCKY
See ya tomorrow.

Rocky moves down the stairway and continues to do so as he converses with Adrian who remains upstairs. His VOICE ECHOS up the stairwell.

ROCKY
(continuing)
How'd ya like hearin' ya name on TV?

ADRIAN
I don't know -- I was shocked. Why did you do that?

(CONTINUED)

48 CONTINUED:

ROCKY
Ya puttin' me on, right?

ADRIAN
(smiles)
Absolutely -- What time should I expect you?

ROCKY
'Bout seven.

ADRIAN
I'll be waiting.

Rocky is now on the ground floor yelling up to Adrian on the top floor landing.

ROCKY
Y'know how I said that stuff on television didn't bother me?

ADRIAN
Yes.

ROCKY
It did.

As Rocky completes the last word, he exits the building and slams the door which RESOUNDS throughout the apartment house.

49 OMITTED

50 EXT. ATOMIC HOAGIE SHOP - NIGHT

Gazzo, the bodyguard, and Rocky are standing out front. They are eating hot sandwiches.

ROCKY
Y'know I won't be able to work for ya no more.

GAZZO
Hey -- if a good man can make a better life, let him make it.

ROCKY
I feel bad about walkin'.

GAZZO
Take your shot, kid -- You got money for trainin' expenses?

ROCKY
A few bucks.

Gazzo takes out a wad and peels off several bills.

GAZZO
Here's five hundred -- Put it in your glove.

ROCKY
Do I have to pay juice?

Gazzo looks at the Bodyguard and shakes his head as if to imply, "Why's this guy asking such a foolish question?"

Gazzo and the bodyguard step to the white Caddy parked at the curb. They enter the car. Rocky watches.

51 INT. CAR - NIGHT

GAZZO
(smiles)
Does Santa Claus charge juice? Merry Christmas -- Now, how's about my present, ya gonna win?

ROCKY
Gonna try.

(CONTINUED)

51 CONTINUED

GAZZO
Listen, kid, I'm with ya. Ya know, I'm with ya -- Italian, we're blood. You kill this rug -- We Guinneas gotta show these Afro-Americans where it's at. Give it your best shot cause I want ya to prove to these bums on the corner that my man can't be beat by this rug...Ya got any action on the side.

ROCKY
No action.

GAZZO
Ya gettin 150 grand killer. Ya got any plans for it? Whatta ya think? Ya like to put it on the street, make it work for ya?

ROCKY
I'm gonna do somethin with it.

GAZZO
Sure, you do what ya want. Stay away from the stock market.

ROCKY
Black market?

GAZZO
Same thing. Ya know, Rock, remember when we was kids, we fought together. An' I wasn't well an' ya had to beat up that Irish kid -- what's his name? -- Gallager -- I bought a suit and became a businessman. You put on gloves. An' I remember Mama almost cried, may she rest in peace -- an' our ol' man who said ya had no brains -- I'd like to lay hands on that bastard. You ain't never had any luck. Even when I owned you in '66 you never had luck. But now I think you might be gettin' some luck kid. Whatta you think?

Rocky smiles and Gazzo gets into his car. Rocky follows him across the street.

ROCKY
Yo, you gonna show, Tony?

GAZZO
Where else am I gonna go.

more...

51 CONTINUED

GAZZO
(to Bodyguard)
Bet three grand on Rocky.

BODYGUARD
He's a bum - are you kiddin?

GAZZO
(slaps Bodyguard)
No! I'm not kiddin!

Rocky walks away.

52 OMITTED

53 INT. ROCKY'S APARTMENT - NIGHT

10

Rocky returns home and enters his apartment. After turning on the light, he flips on his RECORD PLAYER. He now feeds the turtles.

ROCKY
Look who's home!

Rocky notices two telegrams laying inside the threshold. He approaches them with a sense of awe. He opens and reads one. Settling on the bed, he reads the other.

A KNOCK is HEARD. Rocky opens the door. Mickey Goldmill, the gym owner, stands framed in the doorway.

MICKEY
(stiffly)
I seen the light. I figure somebody was home.

ROCKY
Hey, Mickey -- Whatta ya doin' here? Here, sit down.

Rocky tosses soiled clothing off a mangled armchair.

ROCKY
(continuing)
Best seat in the house -- Hey, Mick, this is too much.

MICKEY
How do you mean?

(CONTINUED)

53 CONTINUED:

ROCKY
I'm usta seein' ya at the gym, but seein' ya here, in my house, it's kinda outta joint.

By the manner in which Goldmill listens, it is obvious something important is preying on his mind.

Rocky is slightly uncomfortable, almost embarrassed at having outsiders see how he lives.

MICKEY
Listen, Rock, you're a very lucky guy.

ROCKY
Yeah.

MICKEY
What's happened is freak luck.

ROCKY
Freak luck for sure.

MICKEY
Look at all them other fighters. Real good boys. Good records. Colorful. Fight their hearts out for peanuts -- But who cared? Nobody. They got it shoved in their back door. Nobody ever give them a shot at the title...

ROCKY
(uneasy)
Freak luck is a strange thing.

Mickey does not hear. His attention is drawn to the turtles.

MICKEY
Whatta' those?

ROCKY
Turtles -- domestic turtles.

MICKEY
(businesslike)
I'm here tellin' ya to be very smart with this shot. Like the Bible sez, ya don't get no second chance.

(CONTINUED)

53 CONTINUED: (2)

Mickey looks hard into Rocky's eyes.

MICKEY
(continuing)
Ya need a manager. An advisor. I been in the racket fifty years. I done it all, there ain't nothin' about the world of pugilism that ain't livin' up here.

He lights a half-smoked cigar.

ROCKY
(at a loss)
Fifty years, huh.

MICKEY
(stronger)
Fifty years. The rep is known around Philly, an' a good rep can't be bought, but I don't have to tell you that.

ROCKY
How 'bout a glass of water?

MICKEY
Rocky, d'ya know what I done?

ROCKY
(uneasy)
... What?

MICKEY
(driving each word hard)
I done it all. I've done an' seen everythin'. Believe what I'm tellin' ya -- Ya shoulda seen the night in Brooklyn, I smacked 'Ginny' Russo outta the ring, September 14, 1923 -- same night Firpo knocked Dempsey outta the ring. But who got the Press? He did. He had a manager -- September 14, 1923.

ROCKY
(softly)
Ya got a good mind for dates.

(CONTINUED)

53 CONTINUED: (3)

Mickey deafly continues, becoming more engrossed every second.

MICKEY
Look at this face -- twenty-one stitches over the left eye, thirty-four over the right -- my nose was busted seventeen times, the last being the Sailor Mike fight New Year's Eve, 1940, in Camden, New Jersey -- What a professional pastin' I give him. Here, read about it.
(shows a tiny press clipping; points to cauliflower ear)
An' he give me the vegetable on the ear. I got pain an' experience... an' you got heart -- kinda remind me of Marciano, ya do.

Rocky points to his most prized possession.

ROCKY
Nobody ever said that -- There's his picture.

MICKEY
Yeah, ya kinda remind me of the Rock. Ya move like 'im.

Mickey has rung the bell. Nothing could please Rocky more than being compared to his idol.

ROCKY
Really think so?

MICKEY
Ya got heart.

ROCKY
Heart, but I ain't got no Tocker.

Rocky shifts against the wall and lowers himself into a crouch.

MICKEY
Christ, I know this business. Rocky, when I was fightin' it was the dirtiest racket goin', see.
(MORE)

(CONTINUED)

53 CONTINUED: (4)

MICKEY (CONT'D)
Pugs like me was treated like fightin' dogs -- throw ya in the pit an' for ten bucks ya try to kill each other. We had no management... fought in boxcars, in whorehouse basements, any joint with a floor -- October 1931 I fought a bum who put a tack in the thumb of his glove an' punched so many holes in my face I had spit shootin' outta my cheeks -- I never had no manager watchin' out for me -- See that picture outside the gym -- 'Mighty Mick,' that's me in my prime. I had all the tools. I coulda starched any lightweight husky on the East Coast -- But I had no management. Nobody ever got to know how slick I was, but I had a head for business an' stashed a few bucks an' opened the gym -- It's a dirt hole, I know it, but that an' a lotta scars is what I got to show for fifty years in the business, kid -- now you come along with this shot an' I feel like it's me gettin' the shot I never got... Yeah, we was treated like dogs -- like them Dago's, no offense, in the Colosseum in Rome there -- An' now I got all this knowledge, I wanna give it to ya so I can protect ya an' make sure ya get the best deal ya can!

Rocky rises and opens a window.

MICKEY
(continuing)
Respect, I always dished ya respect.

ROCKY
... Ya give Dipper my locker.

MICKEY
(almost begging)
I'm sorry, I -- I made a mistake.
(MORE)

(CONTINUED)

53 CONTINUED: (5)

MICKEY (CONT'D)
Kid, I'm askin' man to man. I wanna be ya manager.

ROCKY
The fight's set -- I don't need a manager.

MICKEY
Look, you can't buy what I know. Ya can't. I've seen it all! I got pain an' I got experience.

ROCKY
I got pain an' experience too.

MICKEY
Please, kid.

ROCKY
(tightly)
Whatever I got, I always got on the slide. This shot's no different. I didn't earn nothin' -- I got it on the slide... I needed ya help about ten years ago when I was startin', but ya never helped me none.

Mickey drops the ashtray and kneels to pick it up... He remains on one knee.

MICKEY
If ya was wantin' my help, why didn't ya ask? Just ask.

ROCKY
I asked, but ya never heard nothin'! -- Like the Bible sez, ya don't get no second chance.

MICKEY
(yells)
Rocky, I'm seventy-six years old. Maybe you can be the winner I never was -- your shot is my last shot!

Rocky is choked and goes into the bathroom and closes the door.

Mickey struggles to his feet and, like a beaten man, leaves.

(CONTINUED)

53 CONTINUED: (6)

Several moments later Rocky steps out and lowers himself into bed. Springing up a second later, he runs outside.

54 EXT. STREET OF ROCKY'S APARTMENT - NIGHT

Rocky races up the block toward the shadowy and hunched form of Mickey. Way in the distance, we SEE Rocky stop the old man beneath a street lamp. He places an arm around his shoulder.

55 INT. ROCKY'S APARTMENT - PRE-DAWN

The following morning, Rocky's ALARM CLOCK GOES OFF at exactly four A.M. Not accustomed to rising this early, with great difficulty Rocky staggers to his feet and wavers to the bathroom. He turns the light on and roaches scatter.

(CONTINUED)

55 CONTINUED:

At the top of the mirror hang the telegrams. Rocky fills the basin and submerges his face in cold water.

Rocky sways to the icebox and removes a dozen eggs. He cracks five raw eggs into a glass and downs it in one swill... his body quivers.

56 EXT. STREET OF ROCKY'S APARTMENT - PRE-DAWN

Rocky steps outside. He is dressed in a well-worn sweat suit with a hood, gloves and sneakers. It is pitch dark and his steaming breath attests to the cold.

He begins running down the center of the deserted street. He can only be clearly SEEN as his form passes beneath the street lamps.

Two garbage men stop hoisting cans to watch him pass.

57 EXT. ART MUSEUM STAIRS - DAWN

Rocky stands at the base of an overwhelmingly steep flight of stairs. He stares up at the stairs that nearly disappear into the morning gray. Taking a deep breath, he starts up. From the start, he looks out of shape and halfway up his legs give way. Standing, he brushes off and descends the stairs.

58 EXT. CITY HALL - DAWN

Rocky passes City Hall and veers to the river. He pauses, heaving great gusts of exhausted breaths. He throws several lazy jabs in the air and walks awhile with hands on his aching sides. Men delivering the morning papers observe with amusement.

Rocky forces himself to begin running again.

59 EXT. ELEVATED TRAIN STATION - DAWN

Heading along Spring Garden Street, Rocky passes beneath an elevated train station. The ROARING TRAIN overhead seems to blend perfectly with his muscular running style.

60 EXT. DOCKS - DAWN

The sky is beginning to lighten. The fighter now runs along the piers and past anchored freighters.

61 EXT. EASTERN PACKING CO. - DAWN

It is five-thirty and Rocky approaches the loading platform belonging to Eastern Packing Company. Alongside the loading platform come several boxcars.

Rocky mounts the ramp and knocks on the metal door. It soon opens and Paulie guides him inside. Paulie is drunk.

62 INT. SHIPPING OFFICE - DAY

PAULIE
How ya feelin'?

ROCKY
(panting)
... Tight.

PAULIE
I got whiskey here.

ROCKY
... No.

Rocky notices TWO PUERTO RICANS lounging alongside the shipping office.

PAULIE
This is the guy who's fightin' Apollo Creed.

JOSE
(heavy accent)
Good luck -- Kill him, man.

PAULIE
(as though rehearsed badly)
Hip -- Hip -- Hooray! C'mon -- Hip -- Hip --

JOSE
(walks away)
Hooray, man.

PAULIE
Rock'll be comin' by every mornin' to pick up some Prime -- can't train on that store crap.

Rocky smiles and Paulie leads him out of the office and to the large metal door of a walk-in refrigerator.

63 INT. FREEZER - DAY

They enter. The freezer resembles a modern torture chamber... row after row of hanging slabs of beef stretch into the darkness to the far end of the refrigerator. The blower overhead causes the men to speak loudly.

PAULIE
(teasing)
If ya don't pay Gazzo, ya end up hangin' on the hook, right?

(CONTINUED)

63 CONTINUED:

ROCKY
Gazzo's a good man.

PAULIE
How 'bout you talk to 'em about me?
(tightly)
Please do me that favor.

ROCKY
Keep this job, ya eat better.

Paulie opens a jackknife and idly jabs the hanging meat. He swills whiskey from a pint bottle.

PAULIE
Y'know, d'ya think you an' my sister -- Ah, doin' good together?

ROCKY
Whatta you think?

PAULIE
Ain't sure, what's the story?

ROCKY
What?

PAULIE
The story -- what's happenin'?

Paulie speaks like a man who has been mulling this over for quite a while.

PAULIE
(continuing)
Ya really like her?

ROCKY
Sure I like her.

PAULIE
(nervous laughter)
What's the attraction? I don't see it?

ROCKY
I dunno -- she fills gaps.

PAULIE
What gaps?

(CONTINUED)

63 CONTINUED: (2)

ROCKY
(shrugs and takes meat)
She got gaps. I got gaps -- together we fill the gaps.

PAULIE
(sharply)
You ballin' her?

ROCKY
(turns around)
Don't talk dirty 'bout ya sister.

PAULIE
(tersely)
C'mon, ya screwin' her?

From across the room Rocky looks him hard in the eyes.

ROCKY
That's why I can't put ya together with Gazzo, cause ya talk too much -- big mouth.

Paulie reddens. He steps forward and slams his fists in a hanging beef.

The punching of the beef is a muted challenge and Rocky responds.

Rocky walks up to a beef and slams his fist into the ribs.

The grotesque object swings in a wide arc like a hanging corpse. Rocky moves to the next one and hooks.

Rocky's face reveals a never before seen concentration, as though he were locked in total battle.

PAULIE
Hit the rump The rump! Ya'll break the ribs!

Rocky speeds up and continues pounding on the second row of beef. Paulie's eyes widen and his face grimaces with every punch, like he were receiving it. Rocky moves into the dark recess of the refrigerator. Only the dull SOUNDS of his POUNDING FISTS can be HEARD.

(CONTINUED)

63 CONTINUED: (3)

Rocky works his way to Paulie again. Every hanging beef swings and appears surrealistically alive.

PAULIE
(continuing)
We do that to Creed an' they'll take us to jail for murder.

Rocky looks at his hands. They are drenched in red up to the elbows with beef blood.

Paulie hands him a package of beef.

ROCKY
Don't talk dirty 'bout ya sister.

Rocky takes the package and runs out. Paulie's bleary eyes reveal a fearful respect and slight resentment.

64 OMIT

65 INT. MICKEY'S GYM - DAY

The gym is filled to capacity. The NOISE is DEAFENING. Rocky pounds a heavy bag.

Mickey steps forward and removes a piece of string from his pocket.

MICKEY
(passionate)
Stop! Stop! I can't stand it! It's clumsy. You're off balance.

He motions to his bullish helper, Mike. He hands him the string.

MICKEY
(continuing)
Tie it to both ankles -- Leave two feet of slack.

ROCKY
I never had good footwork.

Mike completes the task.

MICKEY
Forget the footwork -- You're off balance.
(MORE)

(CONTINUED)

65 CONTINUED:

MICKEY (CONT'D)
The legs are sticking everywhere. Marciano had the same problem, an' the string cured it. When you can hit and move without breakin' the string you'll have balance.

MIKE
You'll be a very dangerous person.

Two young boys in street clothes interrupt Mickey.

BOY
Rocky, could we have your autograph?

ROCKY
... Sure.

MICKEY
(irate)
Don't you boys ever interrupt when I'm conductin' business, or I'll kill you both -- Go away.

The boys depart.

MICKEY
(continuing)
Autographs! Ya wanna be a writer or a fighter? Let's work.

(CONTINUED)

65 CONTINUED: (2)

Mike looks off across the gym.

MIKE
... we got visitors.

Mickey strains his eyes to see a group of REPORTERS and NEWS CAMERAMEN entering his gym.

MICKEY
(approaching)
Can I help you guys?

REPORTER
(to Cameraman)
Set the camera up over there.
(to Mickey)
We're from Channel Seven --
Covering the pre-fight training.

MICKEY
I own the place.

The Reporter has a hundred things on his mind... he turns from Mickey and nods to his crew... the other television crews rush to set up.

CAMERAMAN
Rolling here.

SOUND MAN
Speed here.

REPORTER
(to the camera)
We're here at Goldmill's Gym --
A Philadelphia landmark of sorts
since 1929 -- The stench of toil
permeates every corner. The sweat
A trademark of a unique profession...
Yet, the most unique fixture is
an unprecedented 50 to 1 underdog
heavyweight named, Rocky Balboa.

The camera turns to Rocky.

ROCKY
(to Mickey)
Should I do this?

Mickey nods and Rocky faces the glaring lights.

REPORTER
So much has happened lately --
Has it changed your life style much?

(CONTINUED)

65 CONTINUED: (3)

ROCKY
... People talk to me more.

REPORTER
How're you preparing for this Bicentennial bout?

A young punchy fighter yells out:

FIGHTER
Readin' fuckin' history books, man!

The gym explodes with laughter.

REPORTER
(flushed)
We can cut that out later. Apollo Creed says he'll let you stay three rounds before he puts you away.

ROCKY
(honestly)
Apollo's a great fighter.

REPORTER
Do you feel you have a chance?

ROCKY
Maybe ---

He faces Mickey. Mickey whispers in his ear.

ROCKY
(continuing)
I'll tear his head off.

REPORTER
Do you have anything derogatory to say about the Champion?

ROCKY
Derogatory? Yeah, he's great.

Apollo Creed and his entourage enter the gym.

APOLLO
(bellowing)
I am the Champion of the whole world!!!

(CONTINUED)

65 CONTINUED: (4)

The gym freezes... everyone turns and stares in wonder ment... Mickey Goldmill shakes his head in disbelief. He now realizes it is a publicity stunt.

APOLLO
(approaching Rocky)
Italian Stallion, I come over to tell you to be very smart an' after this fight donate what's gonna be left of your body to science, cause after this fight what's left won't fill a tuna fish can! ... So beware, Mon Cher!!!

Apollo turns to the cameras... Rocky is speechless.

APOLLO
(continuing)
This classic fight -- Tha's right, this bicentennial fight's goin' down in the history books 'cause January first I'm gonna be the first man to bounce another man offa the planet Pluto!

Dipper stands in the far ring... the attention Rocky is receiving makes him a killer.

APOLLO
(continuing)
Now I gots a special announcement, y'hear. For the first time in alotta years this championship fight is gonna be on your home T.V.! Free -- 'Course that's just for Philly -- My present to the city... Now some ya'll ain't much on likin' me, but ya gotta admit Apollo Creed is one DAMN generous, 100% pure, government inspected, Afro-American Folk Hero!!!

Everyone laughs... Dipper moves across the room like a large snake. He brushes people aside and steps behind Rocky. He nudges him... Rocky thinks it is an accident and ignores it.

Dipper pushes harder and Rocky looks questioningly at him.

DIPPER
(loud)
Ya nothin', Boy!

(CONTINUED)

65 CONTINUED: (5)

Apollo stops his sales pitch in mid-sentence... The television crew faces Dipper.

DIPPER
(continuing)
I say ya nothin'!

MICKEY
What's happenin' here?

DIPPER
I'm happenin'! This pig is takin' my shot -- I iz a contender. He's nothin'.

ROCKY
(dumbstruck)
Yo', Dipper, why're ya --

DIPPER
(shaking his fist)
Spar me in front of these here TV dudes -- I knock ya ass to Jersey!

Dipper's fat black trainer holds out his hands and Dipper slaps them soul style.

MICKEY
(to Dipper)
You can forget about sparring, kid.

DIPPER
Yo' know I iz the best man here! Yo' said so yoself!

MICKEY
(almost apologeti-
cally to the crew)
Why let Rocky here take a chance on cuttin' or breakin' a hand? -- Take a shower, Dipper.

DIPPER
Don't mouth me, old man, I'll knock yo' out too. C'mon, wop, spar me, let everybody see who's got the heat around here.

Silence looms over the gym... Apollo is apprensive. The scene is becoming too real. The frightened television crew slyly begins putting away their expensive equipment.

(CONTINUED)

65 CONTINUED: (6)

DIPPER
(continuing; insanely)
Man, yo' best keep them cameras out! Fight me, boy! Let Creed here see the kind of punk he's fightin'!

Mike forces his way through the crowd and stands behind Rocky.

MIKE
Don't chance it, man -- He's sick.

MICKEY
This is gettin' outta hand -- Rocky will fight in the ring January first, not here!

DIPPER
Yo' yellow, old man.

MICKEY
Not yellow, cautious.
(to the crew)
See, it's very easy for a fighter to accidentally hurt --

Dipper suddenly steps forward and slaps Rocky very hard across the side of the head... The gym becomes stone cold. Dipper is in total command and enjoying every moment of it.

DIPPER
If yo're afraid to fight me, then get down an' kiss my feet, boy.

Mickey looks nervously around and knows it's only seconds before the blood will run... Rocky stands motionless.

MICKEY
(softly)
Let's take a walk, Rock. Please, don't take a chance. He wants to hurt you so you can't fight.

Rocky swallows his pride. He still has the string around his ankles. He starts to shuffle away with Mickey... Dipper steps forward and viciously slaps Rocky again.

Mike jumps forward.

MIKE
Why you tryin' to cut 'im, man! Back off, scumbag, or I'll bite your face!

(CONTINUED)

65 CONTINUED: (7)

Dipper cuts loose with a hook and knocks Mike flat. The room reeks of fear... Apollo's eyes flick back and forth between Rocky and Dipper. Apollo taps his bodyguards and they begin to ease away.

DIPPER
... Now, boy, kiss my feet.

Rocky eyes his friend lying on the floor. He shuffles forward and stands before Dipper.

DIPPER
(continuing; almost in a whisper)
... Kiss 'em.

Rocky looks at Mickey, then lowers his eyes to Dipper's feet... Dipper smiles. Rocky starts to bend towards the shoes. Without warning, he explodes with a pair of combinations into Dipper's exposed ribs. A CRACK is HEARD and Dipper sinks to the floor writhing in pain... The room is silent except for Dipper's moaning.

Apollo is stunned by the scene. The gym has become a very gloomy place. He eyes Rocky with admiration and a hint of apprehension... He leaves.

Mickey is the first one to shake off the chill... He shakes his fists at the Reporters and puts his arm around Rocky.

MICKEY
The kid's got cannons -- Print that.

The crowd disperses, leaving Dipper a pathetic and broken figure lying on a dirty gym floor.

66 and 67 OMIT

67 CONTINUED:

ROCKY
The owner never came back?

ADRIAN
He's yours if you want 'im.

ROCKY
Sure I want him... Hey, what's he eat?

ADRIAN
Little turtles.

ROCKY
Yo, Butkus!!

68 INT. ROCKY'S APARTMENT - NIGHT

They enter the dismal apartment... On the floor are at least ten telegrams. Rocky scoops them up and tosses them aside. Next to the door is a pile of over a hundred telegrams.

ADRIAN
Don't you open them anymore?

ROCKY
They either say, 'Kill the nigger' or 'Hope you die, Honky.' -- What ya got in the bag?

Adrian steps to the window. She pulls a pair of short, but lovely curtains from a shopping bag... The colorful curtains glare in the dark room.

ADRIAN
Like?

ROCKY
Sharp -- Real nice.

ADRIAN
Really -- You don't think they're *overly feminine?*

ROCKY
No... Sharp -- You look great.

Adrian smiles and pulls out a small Christmas wreath... Rocky smiles. His eyes show what he feels for this woman.

(CONTINUED)

68 CONTINUED:

ROCKY
Adrian, you really look great, y'know -- But I can't fool around durin' trainin' -- makes the legs weak.

ADRIAN
Don't want weak legs.

ROCKY
Can't fool around -- You look very great.

ADRIAN
-- The legs.

ROCKY
Yeah... But I think weak legs ain't bad sometimes, y'know.

Rocky approaches in a seductive manner. Adrian uncharacteristically removes her sweater. Underneath is a T-shirt that reads "Win, Rocky, Win"

ADRIAN
I thought it might be cute.

ROCKY
Ya right --
(laughs)
Mebbe we best just hold hands -- the shirt made me feel guilty, y'know.

SCENE FADES.

69 EXT. STREET - PRE-DAWN

Rocky is running... for extra weight he carries his huge dog, Butkus. After a half a block he sags under the weight, and laughing, begins to wrestle with the dog on the pavement... Rocky tries to sneak away from the dog, but after a few steps the beast sees him and chases him down the street.

70 EXT. EASTERN PACKING COMPANY - DAWN

It is early morning and as usual Rocky jogs to the meathouse. He is followed by his new dog, Butkus. He is stopped short when he notices several television news vans parked out front.

71 INT. EASTERN PACKING COMPANY - DAWN

He and the dog enter the freezer area and see several reporters and men with mini-cameras milling around... Paulie is waiting for him -- Rocky is upset and goes outside. Paulie follows.

72 EXT. EASTERN PACKING COMPANY - DAWN

PAULIE
Yo, Rock. I made a few phone calls an' thanks to me ya goin' to be a big man -- Thatta dog?

ROCKY
Whatta these guys want?

(CONTINUED)

72 CONTINUED:

PAULIE
To see ya train.

ROCKY
Yo, what's with you? -- It was suppose to be private.

PAULIE
I thought I was doin' ya a favor -- C'mon inside -- Y'know, my sister really likes ya.

Rocky follows Paulie inside.

73 INT. EASTERN PACKING COMPANY - DAY

A REPORTER points in Rocky's direction and suddenly he is surrounded and led into the freezer area and positioned beside a slab of hanging beef. The camera lights go on.

COMMENTATOR
Just relax, Mr. Balboa --
(to the camera)
Today we're here with heavyweight challenger, Rocky Balboa. The reason we are standing in a refrigerated box is that Mr. Balboa has an unusual method of training and in a moment he is going to demonstrate it for our viewing audience -- But first, Rocky, how did you ever come to train in an icebox?

ROCKY
Ah -- My buddy, Paulie let me in one day an' I hit the beef here an' liked it -- An' since I become a challenger, the owner don't mind neither.

COMMENTATOR
Is this a common training method -- I mean do other fighters pound raw meat?

ROCKY
I think me and Paulie invented it.

COMMENTATOR
Would you give us a demonstration?

(CONTINUED)

73 CONTINUED:

Rocky steps over to a hanging beef and begins pounding with incredible intensity... Everyone present is taken aback. Rocky completes hitting the meat and stands there with his hands dripping beef blood.

The Commentator is unnerved and Rocky looks straight into the camera lens and holds up his bloody fists.

COMMENTATOR
... Diane Lewis in the meathouse with the Southpaw, Rocky Balboa.

74 INT. JERGEN'S OFFICE - DAY

Apollo sits behind Jergen's desk. Jergens is not present. Four middle-aged and younger types and Creed's lawyer sit around the desk. The desk is flowing with forms and charts.

APOLLO
How much is being channeled into West Coast closed-circuit advertising?

LAWYER
Three hundred thousand.

APOLLO
Make it four hundred an' fifty.
(to younger man)
Send two hundred roses to the mayor's wife from me, get a picture an' make sure it gets all the papers.

BUSINESSMAN #3
Do ya want to run the fifteen radio spots in the mid-west? I think you could spend the money better in Canadian publicity.

APOLLO
Yeah, I'd like to get Canada -- see, if we can get a tax break -- Gimme the figures on the Program Concession.

Meanwhile, the trainer sits across the room in a darkened corner looking at a small television. He is watching Rocky's bloody exhibition on the news...

(CONTINUED)

74 CONTINUED:

He waves at Apollo.

TRAINER
(worried)
Apollo, you oughta come see this boy you're gonna fight on TV -- looks like he means business.

Apollo is still engrossed in his paperwork.

APOLLO
I mean business, too --
(to men)
The gross rental of the arena is gonna include the four hundred ushers, right? -- Gimme some coffee.

75 EXT. PAULIE'S STREET - NIGHT

It is a moonless night and Paulie staggers across the street and enters his building... He staggers up the stairs.

76 INT. PAULIE'S APARTMENT - NIGHT

Paulie removes his coat and tosses it listlessly in a chair... He rubs his red eyes and sways into the kitchen.

(CONTINUED)

76 CONTINUED:

He takes a bottle of wine out of the icebox. As he swills the wine he hears the SOUND of Rocky's and Adrian's VOICES traveling from his sister's room. Paulie's face tightens and he staggers towards the bedroom.

He stands outside the bedroom door and peers through a crack... Rocky, Adrian, and the dog are watching TV in the otherwise darkened room.

ADRIAN
... And he called the reporters --

ROCKY
Yeah... Threw my whole day off.

ADRIAN
Don't be mad at him -- He just wants to help.

ROCKY
Yo -- I ain't mad. I'm just outta joint when reporters are around -- They take cheap shots an' Paulie knows it.

ADRIAN
... Are you going to say anything to him?

ROCKY
... What's to say? I dunno what he wants from me --

Filled with uncontrollable anger, Paulie smashes into the room.

PAULIE
Nothin'! I want nothin' from you!!!

ADRIAN
Paulie!

PAULIE
Shutup! I want nothin' -- I ain't no charity case! Get outta my house!

ADRIAN
It's not your house --

(CONTINUED)

76 CONTINUED: (2)

PAULIE
You ain't no friend no more -- Go home! Outta my house I want ya!

ADRIAN
Don't talk like that to him!

PAULIE
Get outta my life both of ya's.

Paulie kicks the door out of frustration and appears to be bordering on a nervous breakdown.

PAULIE
(continuing)
Outta my house I want ya!!

ROCKY
... It's cold outside, Paulie.

Paulie goes to the living room closet and removes a baseball bat... Rocky and Adrian quickly follow.

PAULIE
I don't want ya messin' up my sister no more -- He's scum from the corner, I don't raise ya to hang with no bum!

Adrian is speechless... Rocky moves towards Paulie.

PAULIE
(continuing; raising the bat)
... Wanna hit on me? C'mon -- C'mon, I'll break both ya arms so's they never work...

Rocky freezes...

ADRIAN
... Paulie. Stop now!

PAULIE
I want 'im outta here --
(to Rocky)
Don't think I'm good enough to work for Gazzo?
(spits)
That's what I think of bums like you an' Gazzo!
(MORE)

(CONTINUED)

76 CONTINUED: (3)

PAULIE (CONT'D)
(spits again)
You're goin' up an' don't care enough to throw Paulie some crumbs!
(spits)
I give ya meat, an' I give ya my sister, too!

ADRIAN
Only a pig would say that!

Paulie smashes a small table with the bat.

PAULIE
(to Adrian)
You forget what I went through to give ya the best.

ADRIAN
You gave me what?! Knots! You gave me knots in here every day -- you made me scared of everything!

PAULIE
I always seen ya had the best, but did ya ever think of puttin' in a good word for me with this scumbag!

Paulie smashes a large lamp with the bat.

ADRIAN
Don't do that again!

PAULIE
Get away from me -- I could never even get married 'cause you couldn't live by yaself -- ya'd die by yaself! So instead I put you two together -- Did ya think of puttin' in a good word for me? -- <u>You owe me</u>!

ADRIAN
Owe you what?

PAULIE
You owe me an' are supposed to treat me <u>good</u>!

ADRIAN
Good? Good, Paulie?! I've been treatin' you like a baby.
(MORE)

(CONTINUED)

76 CONTINUED: (4)

ADRIAN (CONT'D)
Since I can't remember it's so long -- I'm the only one who feeds you an' puts you in bed when ya can't stand up -- and it's you that made me feel like a loser -- That's what ya use to call me 'Loser' -- What kind of name is that? So can ya blame me for not remembering to talk about you when I'm with Rocky -- I don't owe you, Paulie, you owe me.

The brother flares up and threatens Adrian with the bat.

PAULIE
You busted?!

ADRIAN
What?!

PAULIE
You a virgin? -- Ya let 'im in ya pants, didn't ya! Ya pulled down ya pants an' let him have it, didn't ya!!

Mortified, Adrian runs to her room... Rocky steps to Paulie.

ROCKY
(fuming)
Hey --

Paulie cocks the bat back and tenses... Rocky remains still.

PAULIE
(softly)
.... I can't haul meat no more.

ROCKY
What can I do about it?

PAULIE
Christ, I been beggin' ya for a break until I'm sick inside.

ROCKY
What break? Huh? What break! Who am I to give breaks!
(MORE)

(CONTINUED)

76 CONTINUED: (5)

ROCKY (CONT'D)
I'm a fighter, you haul meat. You do what you do an' I do what I do best -- that's it -- that's life, man!

Paulie looks ashamed... Rocky walks, then returns.

ROCKY
(continuing)
... An' what ya said to my girlfriend ain't right -- Do it again, I'll kill ya.

Rocky goes into the bedroom... Adrian has buried her face in a pillow... She is rocking slightly. Rocky cradles her and kisses her cheek.

ROCKY
(continuing)
Wanna hear a dirty joke?

ADRIAN
(smiles)
... Yes --

76A INT. MICKEY'S OFFICE - DAY

Mickey is in his cluttered office above the gym... the room is dark. Blankets are tacked over the windows. Rocky is watching 8 mm movies of Apollo Creed in action ... Rocky watches with intense concentration as the fighter moves like a huge dancer around the ring.

MICKEY
His defense is great, can't lie 'bout that -- You have a rollin' style. Can't retreat as fast -- But your style ain't retreatin'.

They both watch the flickering images.

(CONTINUED)

76A CONTINUED:

MICKEY
(continuing)
See how he plays sometimes --
Drives his cornermen nuts.
Nobody knows his next move --
Him included.

They watch more action... Creed has a fighter helpless against the ropes.

MICKEY
(continuing)
Killer instinct -- Ya both got the killer touch. Interestin'. See that! -- Right-cross combination. Beautiful. But you got the power to rip the body.

They watch more action.

MICKEY
(continuing)
Rocky, when ya climb into the square, an' know ya' meetin' the best fighter in the world, ya' gonna be ready, ya' gonna be ready 'cause I been waitin' for fifty years -- Fifty years. When I'm done with you, you'll gonna be able to spit nails. You'll gonna be able to eat lightin' and crap thunder -- You'll be a very, very dangerous person...

The SCENE FADES on Mickey's voice and Rocky staring transfixed at the images projecting on the wall...

77 INT. MICKEY'S GYM - DAY

Rocky is pounding the heavy bag with intense concentration. As he strikes from all angles, Mickey instructs.

77A INT. MICKEY'S GYM - LATER

Rocky now works on the incline situp board... While doing situps, he pounds himself in the stomach with a dumbbell. The pain is evident on his face.

77B INT. MICKEY'S GYM - STILL LATER

Pushups between two chairs as Mike sits on his shoulders ... Mickey coaching drives him on.

77C INT. MICKEY'S GYM - STILL LATER

Mike has on a pair of target gloves and Rocky moves around the ring swinging at them.

77D INT. MICKEY'S GYM - STILL LATER

Drenched in sweat, Rocky hums the speed bag. His expression is hard and flushed. Mickey clicks a stop-watch and pats Rocky's shoulder... He is very happy.

77E INT. MICKEY'S GYM - STILL LATER

Rocky has just completed exercising with the medicine ball... Dino hands him a towel... Paulie crosses the gym as Rocky heads to the steam room... A thin man crosses the gym and Mickey nods.

MICKEY
What cha say, Benny -- Meet 'The Rock.' This is our cutman, Benny Stein.

ROCKY
Yo, Benny.

MICKEY
Check the eyes, Ben.

Benny checks the skin around Rocky's eyes.

BENNY
Ain't bad. Seen worse -- Cover up an' things'll should be okay.

MICKEY
Take a shower.

Heading towards the shower, Rocky is intercepted by Paulie who traverses the gym. He stops Rocky at the shower room entrance.

PAULIE
Yo, Rock, I think I found an angle to make some bread usin' ya name, ya mind?

(CONTINUED)

77E CONTINUED:

Exhausted, Rocky studies Paulie's face a moment and nods 'yes.'...Rocky sways into the shower room and Paulie strides off.

78 OMIT

79 EXT. STREET - DAY

Running... Rocky's crowd of trailing boys has tripled. Dashing through the streets, he resembles the Pied Piper.

80 EXT. ART MUSEUM STAIRS - DAY

It is twilight and Rocky is alone at the very bottom of a huge flight of steps that seem to stretch into the heavens... Rocky takes a deep breath and sprints up the never-ending stairs... Halfway up, his body shows the strain. Nearing the top, Rocky pumps with all his strength and arrives at the very top... He looks down the steep stairs and swells with pride... He is ready.

80A INT. MAYOR'S OFFICE - DAY

Rocky is led into Mayor Rizzo's office by an aide... Rocky is very nervous as he approaches the mayor, who is seated behind his wide desk.

MAYOR
Sit down, Rocky.

Flips open a thick file that lays in front of him.

MAYOR
(continuing)
I've been going over your record -- You've been the busy type --
(reading)
Nineteen arrests -- probation three times -- expelled from seven public schools in 1964 and '65.

Rocky tries to sink into the chair.

MAYOR
(continuing)
I'm a very busy man, but I just wanted to remind you that you'll be setting an example for thousands of guys like yourself and maybe start them off in a new direction and give our police force a break -- I also hope you try your very best and bring pride to Philadelphia.

ROCKY
... I'll try.

The mayor presses a button and a photographer enters.

MAYOR
Would you stand up, please.

Rocky rises and the mayor shakes his hand... Their picture is taken three times... The photographer exits.

MAYOR
(continuing)
Thank you for coming by, Rocky -- good luck.

ROCKY
(turns)
Any time.

(CONTINUED)

80A CONTINUED:

MAYOR
(sitting)
Wait... After the fight you'll have nearly a hundred and fifty thousand dollars -- What do you plan to do with it?

ROCKY
(smiles)
... Run for mayor.

The mayor is shocked at first but then breaks into a big, friendly laugh, and Rocky exits.

81 INT. ROCKY'S APARTMENT - NIGHT

Adrian and Rocky are at his apartment. They are looking at new scrapbooks. Newsweek Magazine: Headline: "The Italian Stallion or Donkey?" -- Philadelphia Magazine -- Rocky stands with the mayor.

ADRIAN
Rocky, do you realize everybody in this country knows your face, and after the fight everybody in the world is going to.

ROCKY
Yeah...

She flips through Sports Illustrated, The American Sportsman, Ring Magazine, World Boxing, True, and a multitude of other clippings.

The TELEPHONE RINGS... Rocky rises and walks to the new white object hanging on the wall.

ROCKY
(continuing)
My first call... Hello? Yeah, speakin' -- Who is this? Bruce? Bruce who? -- Yo, Bruce! How ya been? I ain't seen ya for nine or eight years -- Yeah, things is great, how's things with you upstate -- Ya sellin' real estate, hey, that's a good job... Yeah, I gotta advance, but I bought ringside seats for the guys at the gym. I get the hundred an' fifty grand after the fight...

Adrian overhears the statement.

ROCKY
(continuing)
... Yeah, I know it's a lotta money -- Condominiums? Nobody uses them anymore. Listen, I think a pet shop is a good investment, y'know -- I don't care 'bout long hours -- there's no depreciation -- that don't matter none to me -- Yeah, I like animals. Why don't ya give me ya number an' I'll call ya back? Lemme getta pencil --

(CONTINUED)

81 CONTINUED:

Rocky makes no motion to get a pencil.

ROCKY
(continuing)
Okay, what is it -- four-twelve 659-2424. Yeah, yeah, thanks for callin' -- Sure I'll get back to ya, Bruce -- see ya.

Rocky hangs up.

ADRIAN
What was that you said about a pet shop?

ROCKY
(distant)
... What?

ADRIAN
What did you say about a pet shop?

ROCKY
I don't want ya cleanin' nobody else's cages no more.

ADRIAN
Is everything all right?

ROCKY
I gotta go out for a while.

Rocky grabs his coat and moves to the front door.

ROCKY
(continuing; to dog)
... Come.

82 INT. GOLDMILL'S GYM - NIGHT

Rocky arrives at Goldmill's Gym... He unlocks the gym's door. Rocky and the dog move through the eerie shadows of the gym.

Rocky moves across the gym with his dog and moves up the steps to Mickey's office... At the top of the stairs he looks down at the ring, reflects for a moment, then enters the office.

83 INT. MICKEY'S OFFICE - NIGHT

After turning on the lights, he quickly cleans the cluttered desk and sets up the projector... He goes to the cabinet and removes a stack of 16 mm films.

DISSOLVE TO:

84 INT. MICKEY'S OFFICE - SEVERAL HOURS LATER

The office clock indicates it is several hours later. Rocky is engrossed in watching another Apollo Creed film. He sits motionless.

Ricky sits upright. Something catches his eyes... He springs at the projector. He reruns the scene several times.

DISSOLVE TO:

85 INT. MICKEY'S OFFICE - SEVERAL HOURS LATER

Several hours later Rocky is engrossed in watching another Apollo Creed film... He sits motionless. Something catches his eye. Rocky stops the projector as Apollo is delivering a knockout blow to an unfortunate opponent.

Rocky moves right up to freeze frame and inspects it like it was a priceless painting... He backs off and begins writing on a note pad.

DISSOLVE TO:

86 INT. MICKEY'S OFFICE - DAWN

The first light of dawn streams through Mickey's filthy windows... Rocky is slumped in a chair and it is apparent he has lost interest in watching the movies.

The film has completed its run through the projector and lazily flops around on the top reel... Listlessly Rocky rubs his reddened eyes.

The door opens and Mickey flips on the light... The two men stare at each other for a long moment. Mickey studies Rocky's despondent expression and knows what is on the fighter's mind.

MICKEY
... I know what you're thinkin', kid -- At least ya gotta shot -- All ya can do is try ya' best.

Rocky stands and, with his dog, inches past Mickey and exits the room. Mickey walks over and turns off the projector. He idly pushes the machine with a lazy motion until it slides off the desk and crashes to the floor.

86A EXT. STREET - DAWN

After leaving Mickey's gym, Rocky and his dog listlessly move down the street and head for home.

87 INT. ROCKY'S APARTMENT - DAY

Rocky arrives at his apartment... Adrian is asleep on the couch. He lowers himself beside her. Her eyes open.

ROCKY
... Can't do it.

ADRIAN
... What?

ROCKY
... I can't beat him.

ADRIAN
Apollo?

(CONTINUED)

87 CONTINUED:

ROCKY
Yeah, I can't beat him.

Adrian touches his face.

ROCKY
I been watchin' the movies -- studyin' -- He ain't weak nowhere.

ADRIAN
What're we going to do?

ROCKY
... I dunno.

ADRIAN
Oh, Rocky -- you worked so hard.

ROCKY
It ain't so bad, 'cause I was a nothin' before --

(CONTINUED)

87 CONTINUED:

ADRIAN
Don't say that.

ROCKY
C'mon, it's true -- But that don't bother me -- I just wanna prove somethin' -- I ain't no bum... I don't matter if I lose... Don't matter if he opens my head... The only thing I wanna do is go the distance -- That's all. Nobody's ever gone fifteen rounds with Creed. If I go them fifteen rounds, an' that bell rings an' I'm still standin', I'm gonna know then I weren't just another bum from the neighborhood...

Adrian touches Rocky's face... The fighter gently lowers himself beside his woman.

ROCKY
(continuing)
... No foolin' around.

88 INT. ARENA - NIGHT

It is the night of the Bicentennial fight... The location is the Philadelphia Spectrum.

The Spectrum is filling to capacity... Grandly dressed celebrities and wealthy fight fans lower themselves into their ringside seats. Nearly everyone is holding a red, white, and blue streamer...

The arena is decorated in tons of patriotic red, white and blue. High above the ring are huge posters of GEORGE WASHINGTON - ABE LINCOLN - DR. MARTIN LUTHER KING, JR. - BEN FRANKLIN - and APOLLO CREED.

89 INT. APOLLO'S DRESSING ROOM - NIGHT

Apollo Creed sits in his dressing room... It is dead silent except for some NOISE that filters under the door from the arena.

It is a CLOSE-UP of Apollo's hand being taped... The RASPING SOUND of the adhesive tape is very pronounced.

90 INT. ROCKY'S DRESSING ROOM - NIGHT

The atmosphere is identical to Apollo's dressing room. Adrian watches in silence as Mike wraps Rocky's hand.

Again, the most pronounced SOUND is the RASPING of the adhesive tape.

91 INT. APOLLO'S DRESSING ROOM - NIGHT

Apollo's other hand is being wrapped. Dead silence except for the TAPE and APOLLO'S BREATHING.

92 INT. ROCKY'S DRESSING ROOM - NIGHT

Rocky's other hand is being wrapped in a CLOSE-UP. The only SOUND is the TAPE and ROCKY'S mounting BREATHING PATTERN.

93 INT. APOLLO'S DRESSING ROOM - NIGHT

CLOSE-UP of drops being placed in his nose to help increase his intake of oxygen. The tremendously magnified SOUND of APOLLO TAKING IN AIR.

94 INT. ROCKY'S DRESSING ROOM - NIGHT

CLOSE-UP of the drops being placed in Rocky's nose.

95 INT. APOLLO'S DRESSING ROOM - NIGHT

A heavy coating of vaseline is applied around the Champion's eyes... In an EXTREME CLOSE-UP, the eyes shine brightly with the grease.

96 INT. ROCKY'S DRESSING ROOM - NIGHT

Grease is smeared around Rocky's eyes... In the EXTREME CLOSE-UP several deep scars are SEEN.

97 INT. APOLLO'S DRESSING ROOM - NIGHT

CLOSE-UP of Apollo's trainer digging his fingers deeply into the thick neck muscles of Apollo's upper back and neck.

98 INT. ROCKY'S DRESSING ROOM - NIGHT

CLOSEUP OF Mike's arms wrapped around Rocky's waist and lifting his diaphragm up... Magnified BREATHING ROARS from the screen.

99 INT. APOLLO'S DRESSING ROOM - NIGHT

Apollo's trainer slips a mouthpiece into Apollo's mouth. Apollo shakes his head and the trainer removes it and places another one in the champ's mouth... Creed nods yes.

100 INT. ROCKY'S DRESSING ROOM - NIGHT

Everyone present is motionless as Rocky is in the bathroom. Alone, Rocky is on his knees praying. Completing his silent prayer, he stands and looks at himself in the mirror. Suddenly a wave of emotion sweeps over him as he thinks that in a very few moments he will face the most overwhelming challenge of his life.

Out in the dressing room, the door opens and a guard leans in and nods that it is time. He leaves... Rocky steps out.

MICKEY
... It's time, kid.

Rocky nods and moves towards Adrian.

ADRIAN
... I'll wait for you here.

Rocky nods and she kisses him. The fighter leaves with his trainers... Adrian is on the verge of tears.

101 INT. HALLWAY - NIGHT

Rocky, Mickey and Mike start down the long hallway... Up ahead are three security guards... Rocky rubs his bare shoulders.

ROCKY
Yo, Mick, can I have my robe?

Rocky puts on the robe... Embroidered across the back in flaming letters is:

"THE ITALIAN STALLION"

Pennzoil

(CONTINUED)

101 CONTINUED:

Mike helps him into the robe... Mickey is not amused.

MICKEY
Don't you care what the people will say?

ROCKY
... I'm doin' it for a friend.

MICKEY
Whatta you get outta this?

ROCKY
I get the robe an' Paulie gets three grand.

MICKEY
... Shrewd.

102 INT. ARENA - NIGHT

TWO RINGSIDE COMMENTATORS sit in front of a panel of closed circuit televisions.

COMMENTATOR #1
We would like to welcome our viewing audience to the Grand World Championship Bicentennial Heavyweight Fight -- the first major event of the Bicentennial Year... A point of interest is that the fight is being beamed to more than seven hundred and fifty million fans in theatres in nearly every corner of the world. I would like to welcome an old friend, and co-commentator for this evening's event -- Jimmy Micheals.

COMMENTATOR #2
Thank you, Bob. The electricity is everywhere tonight. Rocky Balboa, a fifty-to-one underdog, is living a Cinderella story which has captured peoples' imaginations all over the world -- to quote a popular sports magazine, 'The fighting styles should be 'The Caveman Against the Cavalier.'
(MORE)

(CONTINUED)

102 CONTINUED:

COMMENTATOR #2 (CONT'D)
From the increase in sound it appears the challenger is now approaching the ring... His record is forty-four wins, twenty losses and thirty-eight knockouts.

COMMENTATOR #1
I only wonder if this man has the skill to go past three rounds -- Vegas odds say, 'no.'

103 ANOTHER ANGLE

A wedge of uniformed guards knife down the aisle to the ring. Many people wish Rocky well as he passes... people also hurl insults. From the expression on Mickey's face it is also the greatest night of his life. In the audience are familiar faces from the gym. From the back of the arena a ROAR goes up... Apollo Creed is in a mock boat dressed like George Washington. He throws silver dollars. The NOISE builds to DEAFENING proportions. Creed's trainer holds the rope and Creed bounds into the ring. He tears off the Washington outfit and it is clearly SEEN that Apollo Creed is garbed in an outrageous Uncle Sam outfit... On his head is a red, white and blue sequined top hat. The robe is sequined red, white and blue. His boxing trunks are red, white and blue silk with stars around the waistband. The boxing shoes match the trunks. On his chin is a pointed white Uncle Sam beard.

COMMENTATOR #2
You could go deaf with the noise -- it undoubtedly means Champion Apollo Creed is heading towards the ring --

COMMENTATOR #1
Am I seeing right? Creed is approaching the ring in a boat. Is he supposed to be George Washington? Obviously so.

COMMENTATOR #2
It's been confirmed that it is definitely an impersonation of George Washington -- a great way to start 1976 off.

COMMENTATOR #1
I agree.

(CONTINUED)

103 CONTINUED:

Immediately Creed begins gracefully dancing in a wide circle. He passes within inches of Rocky in his Uncle Sam outfit.

APOLLO
I want you! I want you!

The crowd loves the taunting. Apollo Creed floats back to his corner.

MICKEY
Don't let 'im get you tight.

ROCKY
Whatta ya think that outfit cost?

104 ANOTHER ANGLE

The ANNOUNCER steps to the center of the ring... Several men in suits stand against the ropes... Paulie is dressed nicely and sits at ringside with a pretty blonde escort. Rocky waves at him. Paulie waves back and secretly gestures at his date... Rocky smiles and gestures back.

ANNOUNCER
Ladies and gentlemen -- Welcome to the Bicentennial Heavyweight Championship Fight... We are very proud to have with us four former Great Champions... Ladies an' gents, 'The one and only 'Manassa Mauler' -- Jack Dempsey!'

The CROWD ROARS and JACK DEMPSEY waves and goes to Creed's corner, then Rocky's.

DEMPSEY
Good luck, kid.

He moves off.

ROCKY
(to Mickey)
Christ, Jack Dempsey.

105 ANOTHER ANGLE

The Announcer points and the timekeeper RINGS the BELL.

(CONTINUED)

105 CONTINUED:

ANNOUNCER
Former Middleweight Champion --
'The Bronx Bull' -- Jake LaMotta!

JAKE LA MOTTA raises his fist and gives best wishes to both contenders... Timekeeper RINGS the BELL.

106 ANOTHER ANGLE

ANNOUNCER
(continuing)
The man with the big punch --
Everybody's favorite, 'The Brown Bomber' -- Joe Louis!

JOE LOUIS bows and steps to Creed's corner. Creed strikes a boxing pose and Louis tosses a playful punch.

ROCKY
They must be friends.

107 ANOTHER ANGLE

ANNOUNCER
Now, last but certainly not least -- the former Heavyweight Champion, a son of Philly, Smoking Joe Frazier!

FRAZIER rumbles to the center of the ring. The CROWD CHEERS. Apollo puts on a show... He grimaces and gestures like he's going to attack Frazier. His cornermen hold him back. They laugh. Frazier goes to Rocky's corner.

FRAZIER
Save some of him for me.

108 ANOTHER ANGLE

The Commentators beckon to Frazier as he exits the ring.

COMMENTATOR #1
The former champ looks great --
Can we get Joe over here --
here he comes.

Joe Frazier stands in front of the Commentators.

(CONTINUED)

108 CONTINUED:

COMMENTATOR #1
(continuing)
Joe, what are your feelings about tonight's fight?

FRAZIER
Well, I think any man who works an' trains hard always gotta chance.

COMMENTATOR #2
You look in great shape, Joe.

FRAZIER
I'm always in shape.

Joe laughs and exits. The timekeeper RINGS the BELL.

109 ANOTHER ANGLE

ANNOUNCER
... Now for the evening's main event -- In the corner to my right, The Challenger, wearing white trunks -- At one hundred an' ninety-one pounds, one of Philly's own sons -- 'The Italian Stallion, ' Rocky Balboa!

A good CROWD RESPONSE.

110 ANOTHER ANGLE

ANNOUNCER

In the far corner, wearing red, white an' blue -- Weighing in at two hundred and ten pounds -- Undefeated in forty-six fights -- the Heavyweight Champion of the World -- 'The Master of Disaster' -- Apollo Creed!

The arena EXPLODES and Creed puts on a display of hand speed.

111 ANOTHER ANGLE

The REFEREE motions to both fighters... They step to the center of the ring. As the Referee explains the rules Apollo and Rocky stare hard into each other's eyes... The Referee's voice fades and the fighters' expressions fill the screen... Something soulful and frightening is being communicated.

(CONTINUED)

111 CONTINUED:

REFEREE
... Now come out fighting.

The fighters return to their corners.

MICKEY
God bless ya, Rock.

ROCKY
Thanks, Mick -- I'm gonna try.

112 ANOTHER ANGLE

The BELL RINGS... Creed dances forward and boxes Rocky as though he considers the man an amateur.

113 ANOTHER ANGLE

COMMENTATOR #1
The Champ stings the slower challenger with jabs at will -- Balboa blocks eighty percent of the blows with his face -- Creed doesn't look the best he's ever been but is moving smoothly -- Creed snaps out a triple combination that backs Balboa into a corner -- oh, a solid hook by Creed, a master of fist-men.

COMMENTATOR #2
The Champion is smiling and toying with the man -- trying to give the fans their money's worth and make a show of it with the badly out-classed challenger -- Another left to right combination. I feel sorry for --

COMMENTATOR #1
Creed is down!!!

114 ANOTHER ANGLE

Rocky suddenly explodes with an upswing hook to the jaw. Creed is dropped. The arena EXPLODES. Creed's eyes show disbelief. So do Rocky's.

Rocky backs into his corner... Mickey and Mike yell at him.

(CONTINUED)

114 CONTINUED:

MICKEY
You can do it! Goddammit, you got the power! The body, get the body!!!! Ya got him goin'!

REFEREE
Six!... Seven!... Eight!...

Creed is up... His playful attitude is gone... he is now all business. His lightning jab stings Rocky's face repeatedly.

APOLLO
... Come at me, sucker!

Rocky charges and a terrific right crashes against Apollo's chin, followed by an uppercut to the liver that causes Creed to cringe...

Apollo counters with jabs and Rocky whips brutal combinations to the body.

The BELL RINGS.

115 ROCKY'S CORNER

ROCKY
How am I doin'?

MICKEY
Real good.

ROCKY
See how fast he is -- damn!

MICKEY
Breathe deep -- Keep ya chin down!! Use the legs and drive through 'im. Attack -- Attack -- Attack!

116 APOLLO'S CORNER

Apollo does not sit. He stands and clowns with the spectators to prove he is not hurt.

APOLLO
(to Trainer)
... That boy damn near broke my arm.

(CONTINUED)

116 CONTINUED:

TRAINER
Sure -- He can hit -- Don't play no more -- Stick an' move, hear?

APOLLO
I'll carry him 'till the third.

TRAINER
Don't play with this man, he's fightin' hard -- Let 'em feel some real heat!

117 ANOTHER ANGLE

The BELL for the second round RINGS... Rocky rushes out fast and furious. Apollo melts out a left hook that raises a goose egg over Rocky's eye... Apollo employs footwork that dazzles Rocky. He has class. He studies Rocky and employs his lightning jab with cutting accuracy. Still Rocky shuffles ahead, bombarding Creed's midsection with hooks.

118 ANOTHER ANGLE

The round ends with Apollo assaulting Rocky with blinding combinations and delivering a stupendous right cross that flings Rocky into the ropes and shatters his nose... The round ends.

119 ANOTHER ANGLE

Apollo stands in his corner and jokes with the fans, but he is beginning to show the strain from the body punches.

APOLLO
Man, I rearranged his face with that right -- The people love what's happenin' tonight.

TRAINER
People nothin', you in a fight, my man, -- ya best believe what you hear... Knock that boy out soon an' let's go home.

120 ANOTHER ANGLE

Rocky sits as Mickey and Benny try to reduce the swelling around his eyes... The nose is shattered.

MICKY
Ya nose is broke.

ROCKY
Damn! How's it look?

MICKEY
Can't hardly tell. Don't swallow the blood -- Go for his ribs. Don't let 'im breathe.

ROCKY
... The guy's great.

MICKEY
Why don't ya tell 'im you're a fan!

121 ANOTHER ANGLE

The Commentators are caught up in the action. They speak rapidly into their microphones.

COMMENTATOR #2
If you had asked anyone who knows boxing, they never would've predicted a first round knockdown and the second round punishment to the body of the Champion... Most fighters will tell you, receiving a good body punch is the next worst thing to dying.

COMMENTATOR #1
Round three ready to start and should be interesting to see if Creed can put the challenger away -- there goes the bell.

122 ANOTHER ANGLE

Round three... Apollo comes out dancing. He skips and side-steps Rocky's sledgehammer hooks. An expert ring general, Apollo uses the ring fully. Rocky keeps tearing in and Creed meets the bombing attacks that cause thick swelling... Near the end of the round Rocky fires a penetrating punch to the heart.

(CONTINUED)

122 CONTINUED:

COMMENTATOR #1
Apollo almost sprints out of his corner -- feints and throws a pair of left-right combinations. Balboa drops beneath a left upper cut and lands a very solid shot on Creed's temple -- not much movement from Balboa, duck a left, a right, another left and explodes with a right hook to the temple -- I mean explodes. The Champ backs off.

COMMENTATOR #2
There's no way Apollo expected this kind of hitting power.

COMMENTATOR #1
No way -- but the brilliant ability of the Champion to master situations like this is one of his most outstanding traits -- Creed tosses a perfect right hand that rocks Rocky. Creed on the offensive -- Balboa takes the punishment and counters with a left flush over the heart... that hurt.

The wallop knocks Apollo off balance... The CAMERA GOES TO A STEEP ANGLE SHOT from the floor, VERTICALLY UP Apollo's body. The SCENE GOES INTO SLOW MOTION... Rocky releases a terrifying uppercut that opens a gash under Creed's eye. Creed's face contorts with excruciation.

TRAINER
(yelling)
Cover your face! Cover up!
(to Assistant)
My man's cut, my man's bleedin' -- Get ready!

123 ANOTHER ANGLE

The BELL SOUNDS. Apollo's corner works frantically to close the wound... The ring DOCTOR inspects the cut.

TRAINER
Bad? Talk to me, man!

DOCTOR
Deep, but passable.

(CONTINUED)

123 CONTINUED:

APOLLO
(staring at Rocky)
... That man's takin' his job too serious.

TRAINER
He's movin' to your left -- don't let him no more -- dance and stick, hear? Don't play -- I know what ya feelin', but don't play.

APOLLO
He got lucky.

TRAINER
Luck! You fightin' a crazy man -- but you got him hurt bad.
(to Assistant)
More ice, now!

124 ANOTHER ANGLE

Rocky's face is in very bad shape, not cut, but wretchedly swollen around the eyes.

MICKEY
How you holdin' up, kid?

ROCKY
Fine... That guy's great.

MICKEY
Gimme the water! Ya gettin' tagged with his right. I think you should feint left and high hook 'im -- Benny, check the eyes! Can ya see?

ROCKY
(standing)
See what?

MIKE
Ya sappin' his strength -- He's losin' steam.

ROCKY
He ain't losin' nothin'.

MICKEY
Keep on him -- You're doin' great.

125 SERIES OF SHOTS

In the next ten rounds Apollo cuts and slashes Rocky to ribbons, but pays dearly... Both his eyes and lips are cut. Welts across his midsection attest to Rocky's body-battering.

126 INT. ROCKY'S DRESSING ROOM - NIGHT

Adrian is unable to remain alone... She is lured by the GROWING ROAR OF THE FANS... She exits the dressing room.

127 INT. ARENA HALL - NIGHT

Stepping out of the dressing room she walks down the corridor. The MOUNTING CHEERS make her speed up. She opens the door at the end of the corridor and is hit by a THUNDEROUS WAVE OF SOUND. The guard at the door inspects her and goes back to watching the fight.

128 INT. ARENA - NIGHT

Adrian stands at the rear of the arena and watches the battle. She is entranced by the power of it all.

Back in the ring, Rocky keeps grinding ahead. He plants a thumping left over the Champion's heart and Creed winces... Rocky is game but losing.

At ringside Paulie is frantic... He is living the fight from his seat.

Mr. Gazzo and his Bodyguard watch from the second row. Gazzo looks proud. The Bodyguard, impassive.

129 INT. ANDY'S BAR - NIGHT

A huge and lively crowd look up at the television over the bar... They see Rocky driving Creed against the ropes and cheer loudly.

ANDY
... The Rock's got real stones.

130 INT. ARENA - NIGHT

The men are fighting with appalling tenacity. Rocky rips and tears into the body... Apollo counters with a ceaseless stream of rapier-like lefts... The Challenger is seriously outclassed.

(CONTINUED)

130 CONTINUED:

APOLLO
C'mon -- Lemme cut yo'!

Rocky wades in and Creed employs incredible footwork. He sets himself and cuts loose with a thunderbolt right cross to Rocky's already broken nose. Blood sprays from the wound and red droplets drip from his chin...

Rocky takes a merciless beating and is staggered by a torrent of combinations. Rocky's eyes are closed. But Creed cannot drop him... The BELL RINGS.

131 ANOTHER ANGLE

The Commentators shift in their seats.

COMMENTATOR #1
Without a doubt this is the most punishing brawl I have ever seen -- The ringside audience is spotted with blood. This fight should have been stopped rounds ago but Rocky Balboa refuses to fall --

COMMENTATOR #2
Not only has he refused to fall, but he has beaten the Champion's body without mercy and the bout has become a vicious slugfest.

132 ANOTHER ANGLE

Apollo's corner is in turmoil... The Champion is definitely hurt.

APOLLO
My side.

TRAINER
(to Assistant)
Get that doctor.

APOLLO
No doctor!

TRAINER
You're hurtin', man!

APOLLO
No doctor!... I'm feelin' good, bro!

133 ANOTHER ANGLE

In Rocky's corner, things are frantic. His eyes are swollen shut.

MICKEY
Wanna keep goin'?

ROCKY
Would you keep goin'?

MICKEY
... Yeah.

MIKE
No more, ya wanna lose an eye? No more.

ROCKY
Open my eyes -- Please, open my eyes!

Mickey nods to Benny. He secretly places a small ring knife between his index and middle finger. In one smooth movement he drags the razor over the blood welts and quickly covers the draining wounds with gauze... It is done so quickly no one is ever aware of the operation.

134 ANOTHER ANGLE

At the rear of the arena Adrian looks transfixed at the ring. She is caught up in the heat of the battle.

135 ANOTHER ANGLE

The BELL RINGS for round fourteen. Rocky bores in close, but Apollo still has spring in his legs. He seems determined to end it this round... Apollo catches Rocky flush on the jaw. Rocky is staggered. Like a wolf, Apollo cuts loose with pure savagery. Rocky is driven against the ropes and receives a devastating beating from the Champion... Rocky is dropped.

Rocky sits stunned in the middle of the ring... Everything is a distortion. He looks for familiar faces as though to ask for help... Mickey and Mike scream frantically for him to stay down.

REFEREE
Six -- Seven -- Eight --

(CONTINUED)

135 CONTINUED:

Rocky gets to his feet and tenses with renewed energy. He is like a wounded wild animal. The tide suddenly turns. Rocky drops low and catches Apollo with a pair of terrific body punches that seem to drive Apollo's diaphragm up to his throat... A CRACK is HEARD. A glaze of pain covers Apollo's eyes. It is only a supreme effort that keeps the Champion upright... Apollo is badly hurt. He is bent over.

Rocky moves towards Apollo. Apollo flicks dread jabs into Rocky's eyes... The Italian wades in with punches that seem to bulge out Apollo's back. Creed takes the punishment like a stoic.

Blood is running from Apollo's mouth. In the clinch he leans over Rocky and it drips down the Italian's neck and shoulders. Apollo shields his wound from the ringside judges and continues to fight.

136 ANOTHER ANGLE

The BELL RINGS. Apollo's men rush out and guide him to his corner.

APOLLO
... Ribs broke --

Blood trickles from the corner of Apollo's mouth. The Trainer feels the ribs.

TRAINER
Yo' bleedin' inside, man -- Get that doctor.

APOLLO
One more round.

TRAINER
Don't kill yourself, man -- Let the doctor stop the fight.

APOLLO
... Stop jivin'!

TRAINER
Cover the ribs -- Look here, elbow down, tight -- Tight -- stand straight -- you're the best, you're the best!

APOLLO
... Thanks.

137 ANOTHER ANGLE

Rocky no longer resembles himself... His face has completely been beaten to jelly, but his mood is buoyant.

ROCKY
How I look out there, Mick?

MICKY
(truly worried)
Great, kid, great.

The ring Doctor leans over Rocky and checks the eyes.

DOCTOR
One more round -- How do you feel?

Rocky is approaching the supreme moment of his life. He cannot be bothered with pain or doctors.

ROCKY
Fine -- Go away, I'm gonna make it -- I'm gonna make it!

Everyone is distraught over Rocky's dangerous condition.

MICKEY
We gotta stop it, kid.

MIKE
Ya gave it ya best shot!

MICKEY
Nobody's gonna say ya didn't give ya all. I can't let ya go out.

Rocky stands and eyes them all.

ROCKY
(impassioned and quietly)
I'll kill ya all... Don't stop nothin' --

138 ANOTHER ANGLE

The BELL RINGS... Apollo moves cautiously out of his corner and circles to Rocky's right.

139 ANOTHER ANGLE

The Commentators stare unansweringly at the fighters.

(CONTINUED)

139 CONTINUED:

COMMENTATOR #1
The fight has slowed down to a near stand-still -- Creed circles to Rocky's right... The spectrum is nearly silent -- Neither fighter has made a motion to throw... I've never seen anything like it in the last round of a championship fight... Apollo spits blood on the canvas. It appears he is protecting his right side. His ribs were probably injured at the end of round fourteen. It's confirmed, unofficially, Creed's ribs may be broken -- Apollo fakes a left and throws a big tired right -- Balboa's mouthpiece is out! Creed attacks with one hand!

140 ANOTHER ANGLE

Apollo feints and Rocky falls for it. The Champion unleashes a lethal blow to the side of the head that jolts Rocky's mouthpiece into the second row... Rocky sags against the ropes in a crucified position... The insane crowd leaps to their feet.

141 ANOTHER ANGLE

Rocky's bloody teeth snarl at Apollo and he waves him to come ahead and fight toe to toe... Apollo obliges with a weary but effective burst of rights and lefts that have K.O. written on every punch. Rocky counters the assault blow for blow.

ROCKY
Gimme ya best!!!!

Mickey looks at the clock... TEN SECONDS TO GO.

ROCKY
(continuing)
Gimme ya best!!!

Blood sprays over the ropes and onto the ringside photographers... They are horrified and wipe away the blood.

(CONTINUED)

141 CONTINUED:

The fighters stand toe to toe and drag every remaining bit of strength from their souls and beat each other without mercy. They look hypnotized and have entered a dimension far beyond blood and pain.

SIX
FIVE
FOUR
THREE
TWO
ONE!

142 ANOTHER ANGLE

The BELL RINGS... The arena EXPLODES with thunderous approval.

Ther cornermen rush to their collapsed fighters... In the midst of all the confusion both fighters look at each other with unabashed respect -- They stand like blood-drenched gladiators on the most dramatic night of their lives.

As though reacting to some unspoken command, they both step towards each other and embrace... Apollo whispers in Rocky's ear.

APOLLO
... Ain't gonna be no rematch.

ROCKY
... Don't want one.

Mickey comes over and separates them and leads him back to his corner... Mickey embraces him.

143 ANOTHER ANGLE

The Announcer enters the ring with a microphone.

ANNOUNCER
Attention, please!! Attention!! Ladies and gentlemen, tonight we have had the rare privilege to have witnessed the greatest exhibitions of stamina and guts ever in the history of sports.

The CROWD ROARS.

(CONTINUED)

143 CONTINUED:

ANNOUNCER
(continuing)
Ladies and gentlemen -- We have a split decision!

144 ANOTHER ANGLE

Apollo did not expect this and tenses. His corner nervously tries to reassure him. It does no good.

145 ANOTHER ANGLE

Rocky did not expect this either and looks in confusion at Mickey, but Mickey is frozen with anticipation.

146 ANOTHER ANGLE

ANNOUNCER
Judge Walker scores it eight-seven Creed... Judge Roseman scores it eight-seven Balboa.

147 ANOTHER ANGLE

Apollo is rigid. Fear radiates from his eyes. To lose the crown on this night after the fight he fought would kill him... A silence has blanketed the arena.

148 ANOTHER ANGLE

ANNOUNCER
Judge Conners scores it nine-six Creed... Winner and still Heavyweight Champion of the World, Apollo Creed!

149 ANOTHER ANGLE

Rocky sorely smiles and looks at the waves of CHEERING fans that circle the ring and reach out towards him... Mickey grabs Rocky's hand and raises it. The CROWD ROARS.

MICKEY
I don't care what they say, you're a winner.

(CONTINUED)

149 CONTINUED:

ROCKY
Yo, can I have my locker back?

Mickey and Rocky look at each other and grin. Mickey hugs Rocky like a son. Mickey raises Rocky's hand again. Rocky turns away from Mickey and pats Benny the cut-man's shoulder... Benny smiles wearily. Rocky stares across the ring at Apollo Creed, who stands victorious, but his face and body are badly distorted... The two men lock stares that reflect admiration.

150 ANOTHER ANGLE

Apollo climbs out of the ring and the fans crush forward screaming his name and waving red, white and blue banners.

151 ANOTHER ANGLE

Rocky also climbs out of the ring and waves of frantic well-wishing fans rumble forward... Mickey's eyes sho mounting apprehension as the fans become abnormally active.

152 ANOTHER ANGLE

They shove the police aside and clutch wildly at Creed. Creed's army of bodyguards swing angrily at the crowd but they are soon engulfed by screaming waves of humanity. Apollo is suddenly hoisted into the air and is being carried along by a legion of fans.

153 ANOTHER ANGLE

On the opposite aisle Rocky is experiencing the same overwhelming adulation by his fans but does not seem to be frightened by it, like Apollo. Mickey tries his best to control things but his voice is drowned out in the growing clamor. The fans shove the guards aside and hoist Rocky to their shoulders.

154 ANOTHER ANGLE

Rocky's and Apollo's fans are aggressively competing against each other... chanting, '<u>Creed</u>, <u>Creed</u>, <u>Creed</u>.'

Rocky's fans counter by bellowing, '<u>Rocky</u>, <u>Rocky</u>, <u>Rocky</u>.'

155 ANOTHER ANGLE

Paulie tries to get to Rocky but is shoved aside and he starts swinging.

156 ANOTHER ANGLE

Both Rocky and Apollo are completely at the mercy of the crowd. They are being passed overhead and remain helpless as their bodies float up the aisle on the sea of hands... The CHANTING IS DEAFENING.

157 ANOTHER ANGLE

Fearful that Rocky is in danger, Adrian tries to move forward. Running headlong into the crowd, she angles through the mass to get to Rocky.

158 ANOTHER ANGLE

She is manhandled and shoved in a multitude of directions, but she keeps her feet... She sees him. In the distance, Rocky floats INTO VIEW and Adrian flattens against the wall and waits for the procession to pass.

The procession approaches and she clearly sees Rocky's unbelievably battered but smiling face. He appears to be king of the world.

The procession approaches and passes Adrian. She jumps on her toes and waves frantically but is not seen. She screams Rocky's name... Somehow the delicate voice knifes through the racket and reaches Rocky.

Rocky frantically looks in all directions and barely manages to see Adrian jumping up and down waving. The crowd is carrying him away. He attempts to lower himself but the crowd won't permit it.

Rocky instead turns and begins climbing across people's heads and shoulders. He resembles a man trying to go up on a down escalator. People are jammed so tightly together Rocky manages to crawl across them to Adrian.

Still suspended in air, Rocky leans down and Adrian jumps up and they lock in an embrace.

ADRIAN
I love you -- I love you -- I love you...

The two are swept along into the greatest night anyone can remember...

THE END